

**Before the**  
**FEDERAL COMMUNICATIONS COMMISSION**  
**Washington, D.C. 20554**

In the Matter of )  
Comcast Cable Communications, LLC, )  
on behalf of its subsidiaries and affiliates )  
CSR No. \_\_\_\_\_  
For Determination of Effective Competition in: )  
Wayland, Massachusetts (MA0267) )  
Weston, Massachusetts (MA0268) )

To: Office of the Secretary  
Attn: Chief, Media Bureau

## **PETITION FOR SPECIAL RELIEF**

Comcast Cable Communications, LLC, on behalf of its subsidiaries and affiliates (“Comcast”), pursuant to Sections 76.7 and 76.907 of the Commission’s rules,<sup>1</sup> requests that the Commission determine that Comcast faces “effective competition” in the Wayland and Weston, Massachusetts franchise areas (the “Franchise Areas”).

The Communications Act of 1934, as amended (the “Act”), and the Commission’s rules provide that cable television rates may be regulated only in the absence of effective competition.<sup>2</sup> Cable operators are entitled to demonstrate that effective competition exists on a franchise-by-franchise basis.<sup>3</sup> When a cable operator demonstrates that effective competition exists within a franchise area, cable rates in the affected area are no longer subject to regulation.<sup>4</sup>

<sup>1</sup> 47 C.F.R. §§ 76.7 and 76.907.

<sup>2</sup> 47 U.S.C. § 543(a)(2); 47 C.F.R. § 76.905(a).

<sup>3</sup> 47 C.F.R. § 76.907.

<sup>4</sup> See Implementation of Sections of the Cable Television Consumer Protection and Competition Act of 1992, Rate Regulation, 8 FCC Rcd. 5631, ¶ 42 (1993) (“Rate Order”).

Under the test set forth in Section 623(l)(1)(B) of the Act and Section 76.905(b)(2) of the Commission's rules (the "Competing Provider Test"), a cable system will be deemed subject to effective competition if:

- (i) the franchise area is served by at least two unaffiliated multichannel video programming distributors ("MVPDs"), each of which offers comparable programming to at least 50 percent of the households in the franchise area; and
- (ii) the number of households subscribing to multichannel video programming offered by MVPDs other than the largest MVPD exceeds 15 percent of the households in the franchise area.<sup>5</sup>

As demonstrated below, the Competing Provider Test is satisfied in each of the Franchise Areas – Wayland and Weston - because two unaffiliated MVPDs offer comparable programming to over 50 percent of the Franchise Areas' households and the aggregate penetration rate reported for all "competing providers" far exceeds the 15 percent threshold in each of the Franchise Areas.<sup>6</sup>

### **THE COMPETING PROVIDER TEST IS SATISFIED IN EACH OF THE FRANCHISE AREAS**

The two prongs of the Competing Provider Test are straightforward and objective. Both prongs of this test are satisfied in each of the Franchise Areas.

#### **1. More Than Two Unaffiliated MVPDs Offer Comparable Programming to Over 50 Percent of the Households in the Franchise Areas.**

The first prong of the Competing Provider Test requires that a franchise area must be served by "at least two unaffiliated multichannel video programming distributors...."<sup>7</sup> This

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<sup>5</sup> 47 U.S.C. § 543(l)(1)(B)(i) and (ii); 47 C.F.R. § 76.905(b)(2)(i) and (ii).

<sup>6</sup> As explained below, the competing penetration figure for each of the Franchise Areas includes subscribers from local MVPD competitor Verizon, as well as from the two major DBS providers.

<sup>7</sup> 47 U.S.C. § 543(l)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i). Section 602 of the Communications Act of 1934, as amended, defines "multichannel video programming distributors" to include cable operators, as well as DBS and MMDS providers. See 47 U.S.C. § 522(13).

requirement is satisfied because the two major direct broadcast satellite providers (DirecTV, Inc. and Dish Network Corp.) (“DBS Providers”) are unaffiliated with Comcast and offer comparable programming to more than 50 percent of the households in the Franchise Areas.

MVPD service is deemed “offered” where it is both technically and actually available.<sup>8</sup> DBS service is presumed to be “technically available” throughout the country due to its nationwide satellite footprint.<sup>9</sup> As such, Comcast’s Franchise Areas are entirely within the satellite footprint of both DirecTV and Dish Network.

DBS service is presumed to be “actually available” if households in a franchise area are “reasonably aware” that the service is available.<sup>10</sup> The Commission has stated that “a party may use evidence of penetration rates in the franchise area (the second prong of the competing provider test ...) coupled with the ubiquity of DBS services to show that consumers are

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<sup>8</sup> *Rate Order* ¶ 29.

<sup>9</sup> See *MediaOne of Georgia, Inc.; Petition for Revocation of the Certification of Gwinnett County, Georgia*, 12 FCC Rcd. 19406, ¶ 5 n.16 (1997) (citing *Rate Order*, at 5660-5661).

<sup>10</sup> See *Rate Order* ¶ 32 (citations omitted). See also *Charter Communications, LLC d/b/a Charter Communications Petition for Determination of Effective Competition in Fourteen North Carolina Communities et al.*, 19 FCC Rcd. 7003, ¶ 4 (2004).

reasonably aware of the availability of DBS service.”<sup>11</sup> DirecTV and Dish Network are among the largest MVPDs in the nation.<sup>12</sup> With approximately 34 million DBS subscribers nationwide<sup>13</sup> (comprising approximately 34 percent of all MVPD subscribers),<sup>14</sup> extensive DBS advertising, and DBS penetration in each of the Franchise Areas, it is clear that consumers throughout the Franchise Areas are “reasonably aware” of the availability of Comcast’s DBS competitors.<sup>15</sup>

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<sup>11</sup> *Comcast Cable Communications, LLC Petition for Determination of Effective Competition in Various Michigan Communities*, 23 FCC Rcd. 9595, ¶ 5 (2008) (“Comcast – Various Michigan Communities”) (citing *Mediacom Illinois LLC et al., Eleven Petitions for Determination of Effective Competition in Twenty-Two Local Franchise Areas in Illinois and Michigan*, 21 FCC Rcd. 1175 (2006)). Thus, the Commission has not required the production of advertising to demonstrate that households in the franchise area are “reasonably aware” of the availability of DBS service. See *Bright House Networks, LLC Petition for Determination of Effective Competition (Lake Alfred and Dundee, FL)*, 22 FCC Rcd. 4390, ¶ 6 (2007) (“Bright House Networks – Florida”) (“Over more than ten years, we have made hundreds of findings that households in particular franchise areas are reasonably aware that they may purchase DBS services based on localized evidence. These accumulated showings amount to substantial evidence that households in all franchise areas are reasonably aware that they may purchase DBS services. In at least one earlier reported decision, we found households in a franchise area to be reasonably aware that they may purchase DBS service solely based on evidence of DBS's nationwide growth and local subscriptions, without reference to advertising or other promotion.”).

<sup>12</sup> See *Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming (Fourteenth Order)*, 27 FCC Rcd. 8610, ¶ 31 (2012) (“14<sup>th</sup> Report”).

<sup>13</sup> See Press Release, DirecTV, *DirecTV Announces Fourth Quarter and Full Year 2012 Results* (Feb. 14, 2013) (reporting that, as of December 31, 2012, DirecTV (US) had 20.084 million subscribers), available at <http://investor.directv.com/releasedetail.cfm?ReleaseID=740312>; Press Release, DISH Network, *DISH Reports Year End 2012 Financial Results* (Feb. 20, 2013) (reporting that, as of December 31, 2012, Dish Network had approximately 14.056 million subscribers), available at <http://dish.client.shareholder.com/releasedetail.cfm?ReleaseID=741643>.

<sup>14</sup> See 14<sup>th</sup> Report ¶ 31. See also Georg Szalai, *U.S. Pay-TV Industry Sub Growth Hits Low in 2012*, The Hollywood Reporter, Mar. 11, 2013 (citing SNL Kagan report of 100.4 million video subscribers by the end of 2012), available at <http://www.hollywoodreporter.com/news/us-pay-tv-industry-growth-427390>.

<sup>15</sup> See, e.g., *Comcast – Various Michigan Communities* ¶ 5; *Bright House Networks – Florida* ¶ 6.

The Competing Provider Test also requires that the programming offered by these competing providers must be “comparable” to the programming offered by the petitioning cable operator.<sup>16</sup> The Commission’s rules expressly define comparable programming as “at least 12 channels of video programming, including at least one channel of nonbroadcast service programming.”<sup>17</sup> The Commission has repeatedly recognized that the DBS Providers offer comparable programming to Comcast and other cable operators under the Commission’s Competing Provider Test.<sup>18</sup> Each of the DBS Providers offer well over 100 video channels, most of which are non-broadcast services.<sup>19</sup> And, as shown in the attached channel line-up, Comcast’s programming service offerings in the Franchise Areas are substantially similar to the DBS Providers’ programming services.<sup>20</sup>

Based on the above facts, the first prong of the Competing Provider Test is satisfied in each of the Franchise Areas.<sup>21</sup>

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<sup>16</sup> See 47 U.S.C. § 543(l)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i).

<sup>17</sup> 47 C.F.R. § 76.905(g).

<sup>18</sup> See, e.g., *Comcast Cablevision of Maryland, Inc., Petitions for Determination of Effective Competition (Charles County, MD)*, 19 FCC Rcd. 7130, ¶ 4 (2004) (“We find that the programming of DBS providers satisfies the Commission’s program comparability criterion because DBS providers offer more than 12 channels of video programming, including more than one non-broadcast channel.”).

<sup>19</sup> See Channel Line-up of DirecTV and Dish Network, attached hereto as Exhibit 1.

<sup>20</sup> See Comcast Channel Line-up, attached hereto as Exhibit 2.

<sup>21</sup> All of the legal positions taken above regarding the first prong of the Competing Provider Test were confirmed by the Commission in *Comcast Cable Communications, LLC, Petition for Determination of Effective Competition in Nine Minnesota Franchise Areas*, DA 13-862, ¶ 6 (rel. Apr. 24, 2013), and *Comcast Cable Communications, LLC, Petition for Determination of Effective Competition in Six Blaine, Minnesota Franchise Areas*, DA 13-863, ¶ 7 (rel. Apr. 24, 2013).

**2. The Competing Providers Serve More Than 15 Percent of the Households In Each of the Franchise Areas.**

The second prong of the Competing Provider Test requires that the subscriber base of competing MVPDs exceeds 15 percent of franchise area households. The Commission's rules provide that once the first prong of the Competing Provider Test is satisfied (as it is with the DBS service offerings in this case) the subscribers of *all* qualifying MVPDs count toward the 15 percent penetration figure necessary for a determination of effective competition (even if they are not available themselves to more than 50 percent of local households).<sup>22</sup> Verizon offers competing cable service in each of the Franchise Areas.<sup>23</sup> Accordingly, the Competing Provider subscriber tallies presented in this Petition for the Franchise Areas include subscribers from Verizon, as well as from the two major DBS Providers (collectively, "Competing Providers").

Comcast obtained Verizon's subscribership in the respective Franchise Areas from the Massachusetts Consumer Affairs and Business Regulation website.<sup>24</sup>

Because DBS Providers track their subscribers according to the ZIP codes where each subscriber resides (rather than by political jurisdiction), Comcast relied on ZIP+4 codes associated with each Franchise Area in order to determine the number of DBS subscribers within each Franchise Area. The Commission has previously accepted ZIP+4 codes as "reasonable and

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<sup>22</sup> See 47 C.F.R. § 76.905(f). See also *Time Warner Entertainment Co., L.P. et al. v. FCC*, 56 F.3d 151 (D.C. Cir. 1995) (holding that the subscribers of all MVPDs, other than the largest MVPD, may be aggregated to satisfy the 15 percent threshold).

<sup>23</sup> Verizon's "comparable" channel line-up is set forth in Exhibit 3.

<sup>24</sup> The most recent Verizon subscribership figures reported for individual Massachusetts communities are available at <http://www.mass.gov/ocabr/government/oca-agencies/dtc-lp/competition-division/cable-tv-division/statistics-and-general-info/>, the relevant pages of which are attached hereto as Exhibit 4.

sufficiently reliable for purposes of determining the presence of effective competition,”<sup>25</sup> and stated its preference for this approach.<sup>26</sup>

To determine the relevant ZIP+4 codes for the Franchise Areas, Comcast first contacted SNL Kagan (“SNL,” formerly known as “Media Business Corp.”). SNL has developed a process to accurately identify the ZIP+4 codes that correspond with the political boundaries of a particular community. This process utilizes enhanced mapping software that correlates ZIP+4 codes with political boundaries. With this software, SNL was able to identify the ZIP+4 codes that lie within each of the Franchise Areas.<sup>27</sup>

Comcast next provided all of the ZIP+4 codes identified for the Franchise Areas to the Satellite Broadcasting and Communication Association (“SBCA”). SBCA is the national trade association representing the two major DBS Providers, and it has assumed the responsibility for compiling subscribership data and responding to data requests from cable operators and franchising authorities engaged in effective competition proceedings. The DBS subscriber numbers reported in the attached Effective Competition Tracking Reports (“ECTRs”) from SBCA reflect the total DBS subscribers within the individual ZIP+4 codes associated with each of the Franchise Areas.<sup>28</sup>

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<sup>25</sup> *Cable One, Inc. Petition for Determination of Effective Competition in Pocatello, Idaho*, 18 FCC Rcd. 12792, ¶ 8 (2003) (quoting *Falcon Cable Systems II, a California Limited Partnership, d/b/a Charter Communications Petition for Determination of Effective Competition in Twelve Oregon Cities*, 17 FCC Rcd. 4648 (2002)).

<sup>26</sup> See Public Notice, “Commission Announces New Standards for Showings of Effective Competition For Cable Service,” 23 FCC Rcd. 12067 (2008); Public Notice, “Commission Clarifies Standards for Evidence of Competing Provider Effective Competition for Cable Service,” 24 FCC Rcd. 8198 (2009).

<sup>27</sup> See Letter from SNL (explaining ZIP+4 methodology), attached hereto as Exhibit 5.

<sup>28</sup> See Exhibit 6 (providing total ZIP+4-based DBS subscribership for each of the Franchise Areas, as well as all ZIP+4 data relied on in the Petition).

To determine whether the combined Verizon and DBS subscribership exceeds the 15 percent threshold in each of the Franchise Areas, Comcast compared the Competing Providers' subscribership to the most recent "occupied household unit" figures reported by the U.S. Census.<sup>29</sup> This comparison yields the relevant penetration rates for Competing Providers in each of the Franchise Areas:<sup>30</sup>

<u>Franchise Area</u>	<u>Competing Provider Penetration</u>
Wayland	48.96%
Weston	39.33%

The aggregate subscriber penetration rate for Verizon and the DBS Providers in each of the Franchise Areas exceeds the 15 percent threshold required under Section 623(l)(1)(B) of the Act. Accordingly, these Competing Providers satisfy the second prong of the Competing Provider Test.<sup>31</sup>

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<sup>29</sup> See Exhibit 7.

<sup>30</sup> See Exhibit 8.

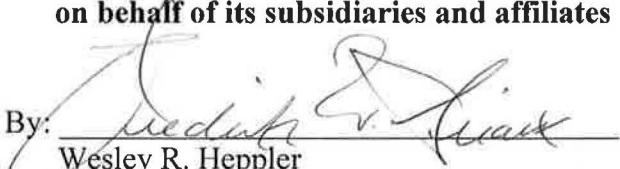
<sup>31</sup> Comcast has confirmed that it is the largest MVPD in each of the Franchise Areas. See Declaration of Warren Fitting attached hereto.

## CONCLUSION

Comcast's cable system is subject to effective competition in each of the Franchise Areas under the two-prong Competing Provider Test. Based on the straightforward and objective evidence presented herein, Comcast respectfully requests that the Media Bureau issue an order acknowledging the presence of effective competition in each of the two Massachusetts Franchise Areas as of the filing date of this Petition.<sup>32</sup>

Respectfully submitted,

**Comcast Cable Communications, LLC  
on behalf of its subsidiaries and affiliates**

By:   
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June 19, 2013

Its Attorneys

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<sup>32</sup> See, e.g., *Time Warner Entertainment-Advance/Newhouse Partnership*, 26 FCC Rcd. 3829, ¶ 28 (2011) (“Consistent with our longstanding practice, the order herein is effective as of the date the petition herein was filed.”) (footnote omitted). See also *Charter Communications Entertainment I LLC*, 26 FCC Rcd. 5975, ¶ 28 (2011).

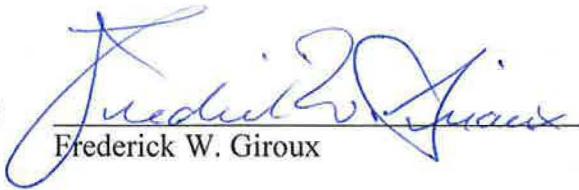
**CERTIFICATION PURSUANT TO 47 C.F.R. § 76.6(a)(4)**

The below-signed signatory has read the foregoing Petition for Special Relief, and to the best of my knowledge, information, and belief formed after reasonable inquiry, it is well grounded in fact and is warranted by existing law or a good faith argument for the extension, modification, or reversal of existing law; and is not interposed for any improper purpose.

Respectfully submitted,

**Comcast Cable Communications, LLC  
on behalf of its subsidiaries and affiliates**

By:

  
Frederick W. Giroux

**Davis Wright Tremaine LLP**  
1919 Pennsylvania Avenue, N.W., Suite 800  
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June 19, 2013

Its Attorneys

## **DECLARATION OF WARREN FITTING**

I, Warren Fitting, declare, under penalty of perjury that:

1. I am the Executive Director of Regulatory Affairs for Comcast Cable Communications, LLC ("Comcast").
2. I have read the foregoing Petition for Special Relief ("Petition") and am familiar with the contents thereof and the matters referred to therein.
3. I have reviewed Comcast's respective cable subscriber numbers for the Franchise Areas at issue in this Petition, the DBS subscriber numbers provided by SBCA for the individual Franchise Areas, and the Verizon subscriber numbers as described in the Petition. Comcast is the largest multichannel video programming distributor in the Wayland and Weston Franchise Areas.
4. The facts contained within the Petition are true and correct to the best of my knowledge, information, and belief.

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Date

June 10, 2013

Warren Fitting  
Warren Fitting

## **EXHIBIT 1**

# DIRECTV Channel Lineups

## ULTIMATE PACKAGE

Over 225 top channels, including local channels available in over 99% of U.S. households<sup>1</sup> (HD locals available in over 98%); ABC | CBS | FOX | NBC | PBS | CW & MyTV (available in select markets). Includes all channels in XTRA, plus the channels shown in BOLD.

REGULAR PRICE **\$77.99**  
mo.  
Regional Sports Fee may apply.

A&E	<b>HD 765</b>	Country Music Television (CMT)	<b>HD 377</b>	ESPN 3D <sup>4</sup>	<b>HD 168</b>	Independent Film Channel (IFC)	<b>HD 559</b>	Nickelodeon/Nick at Nite [East]	<b>HD 299</b>	Travel Channel	<b>HD 277</b>
ABC Family	<b>HD 311</b>	C-SPAN	350	ESPNW	<b>HD 207</b>	Inspiration Network	364	Nickelodeon/Nick at Nite [West]	399	IonTV	<b>HD 246</b>
American Movie Classics (AMC)	<b>HD 254</b>	C-SPAN2	351	LSPNU	<b>HD 208</b>	Investigation Discovery	385	Nicktoons Network	302	Trinity Broadcasting Network (TBN)	372
Animal Planet	<b>HD 282</b>	Current TV	353	EWTV	<b>HD 231</b>	ION [East]	<b>HD 305</b>	NB2 Network	378	Turner Classic Movies (TCM)	<b>HD 256</b>
AUDIENCE Network <sup>5</sup>	<b>HD 239/101</b>	Daystar	369	Fox Network	<b>HD 251</b>	ION [West]	398	ONCE Mexico <sup>6</sup>	447	TV Guide Channel	273
AXS TV (HD only) <sup>7</sup>	<b>HD 340</b>	Destination America	<b>HD 286</b>	FOX Business Network	<b>HD 254</b>	Jewelry Television	20/313	Orion	274	TV Land	304
BabyFirst TV <sup>8</sup>	293	DIRECTV Customer Information	1	FOX Movie Channel	258	Jewish Life TV <sup>9</sup>	366	Oprah Winfrey Network	279	TV One	328
BBC America	<b>HD 241</b>	DIRECTV Sports Mix	205/400	FOX News Channel	<b>HD 360</b>	Lifetime	<b>HD 252</b>	Oxygen	251	TVG Interactive Horseracing	402
Big Ten Network	<b>HD 110</b>	Discovery Channel	<b>HD 278</b>	FOX Soccer Channel	<b>HD 419</b>	Lifetime Movie Network	253	Pursuit Channel	404	TWC Deportes	<b>HD 458</b>
Biography Channel	<b>HD 261</b>	Discovery Fit & Health	261	FUEL TV	<b>HD 618</b>	Lock TV	375	TWC	275/317	TWC SportsNet	491
Black Entertainment Television (BET)	<b>HD 327</b>	Disney Channel (East)	<b>HD 290</b>	Fuse	339	Logo	272	ReelzChannel	238	Univision East	<b>HD 402</b>
Bloomberg TV	353	Disney Channel (West)	291	FX	<b>HD 248</b>	Military Channel	287	RFD-TV	345	USA Network	<b>HD 242</b>
Boomerang	298	Disney Jr.	<b>HD 289</b>	Gelawision	404	MLB Network	<b>HD 213</b>	Science	<b>HD 784</b>	V-me <sup>10</sup>	440
Bruno	378	Disney XD	<b>HD 292</b>	Gen Shopping Network	228	The Movie Channel (East)	<b>HD 554</b>	SOAPnet	316	Velocity (HD only)	<b>HD 261</b>
BUTV	374	DIY Network	<b>HD 230</b>	GOD TV <sup>11</sup>	385	The Movie Channel (West)	555	Sportsman Channel	262	VH1	<b>HD 335</b>
Cartoon Network (East)	<b>HD 216</b>	The Documentary Channel	267	Gulf Channel	<b>HD 218</b>	MSNBC	<b>HD 356</b>	SPEED	<b>HD 407</b>	VH1 Classic	337
Cartoon Network (West)	287	E! Entertainment Television	<b>HD 236</b>	Gospel Music Channel	338	MTV	<b>HD 301</b>	Spike TV	241	WE: Women's Entertainment	260
CBS Sports Network	<b>HD 103</b>	Encore Action	541	Great American Country (GAC)	376	MTV2	332	Sportsman Channel	605	The Weather Channel	<b>HD 362</b>
Centric	300	Encore Drama	540	GSN, The Network for Games	233	mu2 <sup>12</sup>	410	Sprout	295	WGN America	<b>HD 307</b>
Chiller	257	Encore East	<b>HD 552</b>	H2	<b>HD 271</b>	narr (check listing)	<b>HD 103</b>	Style	235	The Word Network	373
Christian Television Network (CTN)	376	Encore Family	542	Hallmark Channel	<b>HD 312</b>	NASA TV <sup>13</sup>	346	Sundance	558	World Harvest TV (WHT)	367
The Church Channel (TCC)	371	Encore Love	547	Headline News (HN)	<b>HD 204</b>	Nat Geo WILD	<b>HD 263</b>	Syfy	<b>HD 744</b>	SonicTap Music Channels <sup>14</sup> - 80	
Cloé	309	Encore Suspense	539	History Channel	<b>HD 269</b>	National Geographic Channel	<b>HD 276</b>	TBS	<b>HD 247</b>	TCT Network	377
CNN	<b>HD 165</b>	Encore West	536	HLN TV	449	NBA TV	<b>HD 218</b>	Teen Nick	303	Teen Channel	<b>HD 217</b>
Comedy Central	<b>HD 202</b>	Entac*	448	Home Shopping Network (HSN)	<b>HD 229</b>	NBC Sports Network	<b>HD 280</b>	NFL Network	<b>HD 212</b>	NHL Network	<b>HD 280</b>
Cooking Channel	<b>HD 249</b>	ESPN	<b>HD 204</b>	Hope Channel <sup>15</sup>	240	NFL Network	<b>HD 212</b>	The Learning Channel (TLC)	<b>HD 215</b>	Travel Channel	<b>HD 245</b>
CNN	<b>HD 202</b>	ESPN 2	<b>HD 209</b>	Hub	294	Nick Jr.	301	TNT	<b>HD 245</b>	WB	

## PREMIER™ PACKAGE

Over 285 top channels, including local channels available in over 99% of U.S. households<sup>1</sup> (HD locals available in over 98%), ABC | CBS | FOX | NBC | PBS | CW & MyTV (available in select markets), with over 31 premium movie channels and over 35 specialty sports networks.<sup>2</sup> Includes all channels in ULTIMATE, plus the channels shown in BOLD.

REGULAR PRICE **\$124.99**  
mo.  
Regional Sports Fee may apply.

A&E	<b>HD 245</b>	Comcast SportsNet Mid-Atlantic	<b>HD 642</b>	FOX Business Network	<b>HD 359</b>	Home Shopping Network (HSN)	240	AB2 Network	378	Sundance	558
ABC Family	<b>HD 311</b>	Comcast SportsNet New England	<b>HD 430</b>	FOX Deportes <sup>3</sup>	425/424	Hope Channel <sup>16</sup>	369	ONCE Mexico <sup>6</sup>	447	Syfy	<b>HD 244</b>
Altitude Sports & Entertainment	<b>HD 681</b>	Comedy Central	<b>HD 249</b>	FOX News Channel	258	Hub	294	Outreach	274	TBS	<b>HD 247</b>
American Movie Classics (AMC)	<b>HD 254</b>	Cooking Channel	<b>HD 232</b>	FOX Soccer Channel	<b>HD 360</b>	Independent Film Channel (IFC)	<b>HD 559</b>	Outdoor Channel	466	TCT Network	377
Animal Planet	<b>HD 282</b>	Country Music Television (CMT)	<b>HD 327</b>	FS Arizona	<b>HD 488</b>	Inspiration Network	384	Oprah Winfrey Network	279	TeenNick	303
AUDIENCE Network <sup>5</sup>	<b>HD 239/101</b>	C-SPAN	350	FS Cincinnati	<b>HD 661</b>	ION [East]	<b>HD 305</b>	Prime Ticket	<b>HD 493</b>	Tennis Channel	<b>HD 217</b>
AXS TV (HD only) <sup>7</sup>	<b>HD 340</b>	C-SPAN2	351	FS Detroit	<b>HD 663</b>	ION [West]	306	Pursuit Channel	604	The Learning Channel (TLC)	<b>HD 280</b>
BabyFirst TV <sup>8</sup>	293	Current TV	353	FS Midwest	<b>HD 471</b>	Jewish Life TV <sup>9</sup>	70/313	QVC	275/317	Travel Channel	<b>HD 277</b>
BBC America	<b>HD 241</b>	Daystar	359	FS North	<b>HD 488</b>	Lifetime	<b>HD 252</b>	RFD-TV	345	Trinity Broadcasting Network (TBN)	372
beIN SPORT	<b>HD 120</b>	Destination America	<b>HD 286</b>	FS Ohio	<b>HD 660</b>	Lifetime Movie Network	253	ROOT SPORTS (Northwest)	<b>HD 687</b>	Turner Classic Movies (TCM)	<b>HD 254</b>
Big Ten Network	<b>HD 110</b>	DIRECTV Customer Information	205/400	FS San Diego (check listing)	<b>HD 494</b>	Link TV	375	ROOT SPORTS (Pittsburgh)	<b>HD 659</b>	TV Guide Channel	273
Biography Channel	<b>HD 768</b>	DIRECTV Sports Mix	205/400	FS South	<b>HD 495</b>	Logo	272	ROOT SPORTS (Rocky Mountain)	<b>HD 693</b>	TV Land	304
Black Entertainment Television (BET)	<b>HD 129</b>	Discovery Channel	<b>HD 278</b>	FS Southwest	<b>HD 576</b>	Mid-Atlantic Sports Network (MASN)	<b>HD 400</b>	Science	<b>HD 284</b>	TV One	328
Bloomberg TV	353	Discovery Fit & Health	261	FS West	<b>HD 492</b>	Military Channel	287	ShowBC	316	TVG Interactive Horseracing	407
Boomerang	298	Disney Channel (East)	<b>HD 290</b>	FSX	<b>HD 418</b>	MLB Network	<b>HD 213</b>	SHOWTIME (East/West)	<b>HD 545/546</b>	TWC Deportes	<b>HD 458</b>
Bruno	<b>HD 237</b>	Disney Channel (West)	271	FSX	<b>HD 544</b>	The Movie Channel (East)	<b>HD 554</b>	SHOWTIME 2	<b>HD 547</b>	TWC SportsNet	<b>HD 691</b>
BUTV	374	Disney Jr.	289	FUEL TV	339	mu2 <sup>12</sup>	555	SHOWTIME Beyond (HD only) <sup>17</sup>	<b>HD 550</b>	Universal Sports	625
Cartoon Network (East)	<b>HD 294</b>	Disney XD	<b>HD 292</b>	Fuse	<b>HD 248</b>	The Movie Channel (West)	556	SHOWTIME Extreme	549	Univision East	<b>HD 402</b>
Cartoon Network (West)	297	DIY Network	<b>HD 230</b>	FX	404	THE Movie Channel XTRA (HD only)	<b>HD 556</b>	SHOWTIME Next (HD only) <sup>18</sup>	<b>HD 551</b>	USA Network	<b>HD 402</b>
CBS Sports Network	<b>HD 163</b>	The Documentary Channel	267	Galaxy	228	MSG (Madison Square Garden)	<b>HD 554</b>	SHOWTIME Next (HD only) <sup>19</sup>	<b>HD 548</b>	V- me	440
Centric	300	E! Entertainment Television	<b>HD 236</b>	Gen Shopping Network	288	MSG Plus	<b>HD 356</b>	SHOWTIME Showcase	548	Velocity (HD only)	<b>HD 281</b>
Chiller	257	Encore Action	<b>HD 541</b>	GOD TV	365	MSNBC	<b>HD 351</b>	SPORTSnet	262	VH1	<b>HD 335</b>
Christian Television Network (CTN)	376	Encore Drama	540	Gold Channel	<b>HD 218</b>	NASCAR TV <sup>13</sup>	366	SportsNet New York	<b>HD 609</b>	WB America	<b>HD 307</b>
The Church Channel (TCC)	371	Encore East	<b>HD 535</b>	Gospel Music Channel	338	MTV	<b>HD 283</b>	SportsSouth	649	WB Network	373
Cinemax (East)	<b>HD 515</b>	Encore Family	542	Great American Country (GAC)	376	MTV2	333	SportSpn	652	World Harvest TV (WHT)	367
Cinemax (West)	<b>HD 516</b>	Encore Love	537	GSN, The Network for Games	233	mu2 <sup>12</sup>	410	Spike TV	217	YES Network <sup>20</sup>	<b>HD 631</b>
Cinemax: @MAX (HD only) <sup>21</sup>	<b>HD 523</b>	Encore Suspense	539	H2	<b>HD 271</b>	narr (check listing)	<b>HD 103</b>	Sportsman Channel	507	SonicTap Music Channels <sup>14</sup> - 84	
Cinemax: ActionMAX East (HD only) <sup>22</sup>	<b>HD 520</b>	Encore West	536	Hallmark Channel	<b>HD 312</b>	NASA TV <sup>13</sup>	366	SportsNet New York	<b>HD 521</b>	Starz (East/West)	
Cinemax: ActionMAX East (HD only) <sup>23</sup>	<b>HD 519</b>	Encore Westerns	538	HBO (East/West)	<b>HD 507/504</b>	Nat Geo WILD	<b>HD 283</b>	SportsSouth	639	Starz Comedy (HD only) <sup>24</sup>	
Cinemax: MoreMAX (HD only) <sup>24</sup>	<b>HD 517</b>	Enlace*	448	HBO Comedy (HD only) <sup>25</sup>	<b>HD 506</b>	National Geographic Channel	<b>HD 276</b>	SportsTime Ohio	649	Starz Edge	<b>HD 529</b>
Cinemax: MoreMAX (HD only) <sup>25</sup>	<b>HD 518</b>	Enlace*	448	HBO Family (East HD / West)	<b>HD 507/508</b>	NBA TV	<b>HD 216</b>	Sprout	652	Starz Kids & Family (HD only)	<b>HD 520</b>
Cinemax: ThrillerMAX <sup>26</sup> (HD only) <sup>26</sup>	<b>HD 522</b>	ESPN	614	HBO Latino <sup>27</sup> (HD only)	<b>HD 511</b>	NBC Sports Network	<b>HD 228</b>	STAR2 (East/West)	295	YES Network <sup>28</sup>	<b>HD 631</b>
Cinemax: WMX East (HD only) <sup>27</sup>	<b>HD 521</b>	ESPN Classic	207	HBO Signature	<b>HD 503</b>	New England Sports Network (NESN)	<b>HD 628</b>	STAR2 Cinema (HD only) <sup>29</sup>	<b>HD 531</b>		
Cloé	309	ESPN 2	<b>HD 207</b>	HBO Zone (HD only) <sup>30</sup>	<b>HD 502/405</b>	NFL Network	<b>HD 213</b>	STAR2 Comedy (HD only) <sup>31</sup>	<b>HD 526</b>		
CNN	<b>HD 155</b>	ESPN 3D <sup>32</sup>	106	HBO Zone (HD only) <sup>30</sup>	<b>HD 509</b>	NHL Network	<b>HD 215</b>	STAR2 Edge	<b>HD 529</b>		
CNN	<b>HD 165</b>	ESPNW	<b>HD 208</b>	Headline News (HN)	<b>HD 204</b>	Nick Jr.	301	STAR2 In Black	<b>HD 520</b>		
Comcast SportsNet Bay Area	<b>HD 196</b>	EWTV	303	History Channel	<b>HD 269</b>	Nickelodeon/Nick at Nite (East)	<b>HD 299</b>	STAR2 Kids & Family (HD only)	<b>HD 525</b>		
Comcast SportsNet California	<b>HD 168</b>	FLIX	557	HNN TV	449	Nickelodeon/Nick at Nite (West)	309	Style	225		
Comcast SportsNet Chicago	<b>HD 165</b>	Food Network	<b>HD 231</b>	Home & Garden Television (HGTV)	<b>HD 229</b>	Nicktoons Network	302	SUN Sports	<b>HD 653</b>		

Add DIRECTV<sup>®</sup> HD EXTRA PACK for just \$4.99/mo. (HD equipment required) \*In certain markets, a \$3/mo. Regional Sports Fee will be assessed with CHOICE Package or above. \*\* To access DIRECTV HD programming, HD equipment required. Number of HD channels varies by package selection.

All programming subject to change at any time. Lineup effective as of 12/20/12. Get updates at directv.com/channels. 1 Eligibility for local channels based on service address. Visit directv.comlocals and directv.com to see what is available in your area. To find out if HD locals are available in your area, visit directv.com/hdlocals. 2 Requires HD equipment. 3 Requires a DIRECTV Multi-Satellite System. 4 DIRECTV 3D content requires HD equipment including a compatible 3D-HDTV and 3D glasses. For more information, visit directv.com/3D. 5 YES Network available as a local regional sports network package in CT, NY and in parts of NJ and PA as determined by ZIP code. Portions of YES Network programming available in SPORTS PACK premium package in the remainder of DIRECTV service areas. 6 Blackout restrictions and other conditions apply to all sports programming. Actual number of games varies by market due to blackout rules and other conditions. Programming, pricing, terms and conditions subject to change at any time. Pricing residential. Taxes not included.

# DIRECTV Channel Lineups

## ENTERTAINMENT PACKAGE

Over 140 channels, including local channels available in over 99% of U.S. households<sup>1</sup> (**HD** locals available in over 98%): ABC | CBS | FOX | NBC | PBS | CW & MyTV (available in select markets).

REGULAR PRICE \$54.99<sup>mo.</sup>

A&E	<b>HD 265</b> CNN	<b>HD 202</b> EWTN	<b>370</b> ION [East]	<b>HD 365</b> Oprah Winfrey Network	<b>279</b> TV Guide Channel	<b>273</b>
ABC Family	<b>HD 311</b> Comedy Central	<b>HD 249</b> Food Network	<b>HD 231</b> ION [West]	<b>366</b> Pursuit Channel	<b>684</b> TV Land	<b>304</b>
American Movie Classics (AMC)	<b>HD 254</b> Country Music Television (CMT)	<b>HD 327</b> Food Network	<b>HD 360</b> Jewelry Television	<b>70/313</b> OVC	<b>275/317</b> Univision East	<b>HD 402</b>
Animal Planet	<b>HD 224</b> C-SPAN	<b>350</b> FX	<b>HD 248</b> Jewish Life TV <sup>2</sup>	<b>366</b> ReelChannel	<b>238</b> USA Network	<b>HD 242</b>
AUDIENCE Network™	<b>HD 239/101</b> C-SPAN2	<b>351</b> Galavision	<b>404</b> Lifetime	<b>HD 252</b> RFD-TV	<b>345</b> V-me <sup>3</sup>	<b>440</b>
AIS TV (HD only) <sup>4</sup>	<b>HD 340</b> Daystar	<b>369</b> Gem Shopping Network	<b>278</b> Lifetime Movie Network	<b>253</b> ShopNBC	<b>316</b> Velocity (HD only)	<b>HD 781</b>
BabyFirst TV <sup>5</sup>	<b>293</b> DIRECTV Customer Information	<b>1</b> GOOD TV <sup>6</sup>	<b>365</b> Link TV	<b>375</b> SOAPnet	<b>262</b> VH1	<b>HD 305</b>
BBC America	<b>HD 264</b> DIRECTV Sports Mix	<b>205/606</b> Gospel Music Channel	<b>338</b> MSNBC	<b>HD 358</b> Spike TV	<b>HD 241</b> WE: Women's Entertainment	<b>260</b>
Black Entertainment Television (BET)	<b>HD 312</b> Discovery Channel	<b>HD 278</b> GSN, The Network for Games	<b>233</b> MTV	<b>HD 331</b> Syfy	<b>HD 244</b> The Weather Channel	<b>HD 362</b>
Bloomberg TV	<b>363</b> Disney Channel (East)	<b>HD 290</b> Hallmark Channel	<b>HD 312</b> MTV2	<b>333</b> TBS	<b>HD 247</b> The Word Network	<b>373</b>
Bravo	<b>HD 237</b> Disney Channel (West)	<b>291</b> Headline News (HN)	<b>HD 204</b> iCHECK (check listing)	<b>HD 103</b> TCT Network	<b>377</b> World Harvest TV (WHT)	<b>367</b>
BHU TV	<b>374</b> Disney Jr.	<b>HD 289</b> History Channel	<b>HD 269</b> NASA TV <sup>7</sup>	<b>346</b> Teen Nick	<b>303</b> SonicTap Music Channels <sup>8</sup> - 55	
Cartoon Network (East)	<b>HD 294</b> Disney XD	<b>HD 292</b> HITN TV <sup>9</sup>	<b>449</b> National Geographic Channel	<b>HD 276</b> The Learning Channel (TLC)	<b>HD 269</b>	
Cartoon Network (West)	<b>297</b> E! Entertainment Television	<b>238</b> Home & Garden Television (HGTV)	<b>404</b> Lifetime	<b>250</b> Nickelodeon	<b>301</b> TNT	<b>HD 245</b>
Christian Television Network (CTN)	<b>376</b> Enlace <sup>10</sup>	<b>448</b> Home Shopping Network (HSN)	<b>365</b> Link TV	<b>299</b> Nickelodeon/Nick at Nite (East)	<b>HD 299</b> Travel Channel	<b>HD 277</b>
The Church Channel (TCC)	<b>371</b> ESPN	<b>HD 205</b> Hope Channel <sup>11</sup>	<b>338</b> Nickelodeon/Nick at Nite (West)	<b>300</b> Trinity Broadcasting Network (TBN)	<b>372</b>	
CNBC	<b>HD 355</b> ESPN 2	<b>207</b> Inspiration Network	<b>354</b> NFL Network	<b>278</b> truTV	<b>HD 246</b>	
CNET World	<b>357</b> ESPN 3D <sup>12</sup>	<b>HD 105</b> Investigation Discovery	<b>365</b> ONCE Mexico <sup>13</sup>	<b>442</b> Turner Classic Movies (TCM)	<b>HD 256</b>	

## CHOICE™ PACKAGE

Over 150 channels, including local channels available in over 99% of U.S. households<sup>1</sup> (**HD** locals available in over 98%): ABC | CBS | FOX | NBC | PBS | CW & MyTV (available in select markets). Includes all channels in ENTERTAINMENT, plus the channels in **BOLD**.

REGULAR PRICE \$64.99<sup>mo.</sup>  
Regional Sports Fee may apply.

A&E	<b>HD 265</b> Comedy Central	<b>HD 249</b> ESPNU	<b>HD 268</b> Investigation Discovery	<b>285</b> NRB Network	<b>378</b> truTV	<b>HD 246</b>
ABC Family	<b>HD 311</b> Cooking Channel	<b>HD 232</b> EWTN	<b>370</b> ION [East]	<b>HD 305</b> NRB Network	<b>447</b> Turner Classic Movies (TCM)	<b>HD 256</b>
American Movie Classics (AMC)	<b>HD 254</b> Country Music Television (CMT)	<b>HD 327</b> Food Network	<b>HD 231</b> ION [West]	<b>366</b> Oprah Winfrey Network	<b>279</b> TV Guide Channel	<b>273</b>
Animal Planet	<b>HD 282</b> C-SPAN	<b>350</b> FOX News Channel	<b>HD 360</b> Jewelry Television	<b>70/313</b> Pursuit Channel	<b>684</b> TV Land	<b>304</b>
AUDIENCE Network™	<b>HD 239/101</b> C-SPAN2	<b>351</b> Fuse	<b>339</b> Jewish Life TV <sup>2</sup>	<b>366</b> OVC	<b>275/317</b> TV One	<b>328</b>
AIS TV (HD only) <sup>4</sup>	<b>HD 340</b> Current TV	<b>358</b> FX	<b>HD 248</b> Lifetime	<b>HD 252</b> ReelChannel	<b>238</b> TWC Deportes	<b>HD 458</b>
BabyFirst TV <sup>5</sup>	<b>293</b> Daystar	<b>369</b> Galavision	<b>404</b> Lifetime Movie Network	<b>283</b> RFD-TV	<b>345</b> TWC SportsNet	<b>HD 491</b>
BBC America	<b>HD 264</b> DIRECTV Customer Information	<b>205/606</b> GOOD TV <sup>6</sup>	<b>228</b> Link TV	<b>375</b> Science	<b>HD 264</b> Univision East	<b>HD 402</b>
Big Ten Network	<b>HD 610</b> DIRECTV Sports Mix	<b>238</b> Gospel Music Channel	<b>365</b> MLD Network	<b>HD 213</b> ShopNBC	<b>316</b> USA Network	<b>HD 242</b>
Black Entertainment Television (BET)	<b>HD 329</b> Discovery Channel	<b>291</b> GSN, The Network for Games	<b>338</b> MSNBC	<b>HD 356</b> SOAPnet	<b>262</b> V-me <sup>3</sup>	<b>440</b>
Bloomberg TV	<b>353</b> Disney Channel (East)	<b>HD 290</b> Hallmark Channel	<b>233</b> MTV	<b>HD 331</b> SPEED	<b>HD 607</b> Velocity (HD only)	<b>291</b>
Bravo	<b>HD 237</b> Disney Channel (West)	<b>291</b> Headline News (HN)	<b>HD 312</b> MTV2	<b>333</b> Spike TV	<b>HD 241</b> VH1	<b>HD 335</b>
BHU TV	<b>374</b> Disney Jr.	<b>HD 289</b> History Channel	<b>HD 269</b> NASA TV <sup>7</sup>	<b>103</b> Syfy	<b>HD 244</b> WE: Women's Entertainment	<b>260</b>
Carlton Network (East)	<b>HD 296</b> Disney XD	<b>HD 292</b> HITN TV <sup>9</sup>	<b>449</b> National Geographic Channel	<b>HD 276</b> TCT Network	<b>247</b> The Weather Channel	<b>HD 362</b>
Cartoon Network (West)	<b>297</b> E! Entertainment Television	<b>448</b> Home & Garden Television (HGTV)	<b>HD 229</b> NFL Network	<b>212</b> Teen Nick	<b>377</b> The Word Network	<b>373</b>
Christians Television Network (CTN)	<b>376</b> Enlace <sup>10</sup>	<b>240</b> Home Shopping Network (HSN)	<b>240</b> Nick Jr.	<b>301</b> The Learning Channel (TLC)	<b>303</b> World Harvest TV (WHT)	<b>367</b>
The Church Channel (TCC)	<b>371</b> ESPN	<b>209</b> Hope Channel <sup>11</sup>	<b>365</b> Nickelodeon/Nick at Nite (East)	<b>299</b> TNT	<b>HD 280</b> SonicTap Music Channels <sup>8</sup> - 55	
CHEC	<b>HD 355</b> ESPN 2	<b>209</b> Hope Channel <sup>11</sup>	<b>368</b> Nickelodeon/Nick at Nite (West)	<b>300</b> Travel Channel	<b>HD 245</b>	
CNBC	<b>357</b> ESPN 3D <sup>12</sup>	<b>185</b> Independent Film Channel (IFC)	<b>359</b> Nickelodeon/Nick at Nite (West)	<b>302</b> Trinity Broadcasting Network (TBN)	<b>372</b>	
CNN	<b>HD 202</b> ESPNEWS	<b>207</b> Inspiration Network	<b>364</b> Nickeltoons Network			

## XTRA PACKAGE

Over 205 channels, including local channels available in over 99% of U.S. households<sup>1</sup> (**HD** locals available in over 98%): ABC | CBS | FOX | NBC | PBS | CW & MyTV (available in select markets). Includes all channels in CHOICE™ plus the channels shown in **BOLD**.

REGULAR PRICE \$70.99<sup>mo.</sup>  
Regional Sports Fee may apply.

A&E	<b>HD 265</b> Country Music Television (CMT)	<b>HD 327</b> FOX Business Network	<b>HD 359</b> Investigation Discovery	<b>285</b> Nickeltoons Network	<b>302</b> truTV	<b>HD 246</b>
ABC Family	<b>HD 311</b> C-SPAN	<b>350</b> FOX Movie Channel	<b>258</b> ION [East]	<b>HD 305</b> NRB Network	<b>378</b> Turner Classic Movies (TCM)	<b>256</b>
American Movie Classics (AMC)	<b>HD 264</b> C-SPAN2	<b>351</b> FOX News Channel	<b>360</b> ION [West]	<b>365</b> NRB Network	<b>447</b> TV Guide Channel	<b>273</b>
Animal Planet	<b>HD 282</b> Current TV	<b>358</b> FUEL TV	<b>HD 619</b> Jewelry Television	<b>70/313</b> Ovation	<b>304</b>	
AUDIENCE Network™	<b>HD 239/101</b> Daystar	<b>369</b> Fuse	<b>339</b> Jewish Life TV <sup>2</sup>	<b>366</b> Oprah Winfrey Network	<b>279</b> TV One	<b>328</b>
AIS TV (HD only) <sup>4</sup>	<b>HD 340</b> Destination America	<b>286</b> Fuse	<b>HD 248</b> Lifetime	<b>252</b> Oxygen	<b>251</b> TWC Interactive Horseracing	<b>602</b>
BabyFirst TV <sup>5</sup>	<b>293</b> DIRECTV Customer Information	<b>1</b> FX	<b>228</b> Link TV	<b>395</b> OVC	<b>604</b> TWC Deportes	<b>HD 458</b>
BBC America	<b>HD 264</b> DIRECTV Sports Mix	<b>205/606</b> Galavision	<b>288</b> Logo	<b>272</b> ReelChannel	<b>275/317</b> TWC SportsNet	<b>HD 491</b>
Big Ten Network	<b>HD 610</b> Discovery Channel	<b>261</b> GOOD TV <sup>6</sup>	<b>365</b> Military Channel	<b>287</b> RFD-TV	<b>238</b> Univision East	<b>HD 402</b>
Biography Channel	<b>HD 265</b> Discovery Fit & Health	<b>261</b> Gem Shopping Network	<b>288</b> Logo		<b>345</b> USA Network	<b>HD 242</b>
Black Entertainment Television (BET)	<b>HD 329</b> Disney Channel (East)	<b>290</b> Gold Channel	<b>218</b> M&B Network	<b>273</b> Science	<b>264</b> V-me <sup>3</sup>	<b>440</b>
Bloomberg TV	<b>353</b> Disney Channel (West)	<b>291</b> Gospel Music Channel	<b>338</b> MSNBC	<b>356</b> ShopNBC	<b>316</b> Velocity (HD only)	<b>281</b>
Bravo	<b>HD 237</b> Disney Jr.	<b>299</b> Great American Country (GAC)	<b>326</b> MTV	<b>331</b> SOAPnet	<b>262</b> VH1	<b>HD 335</b>
BHU TV	<b>374</b> Disney XD	<b>291</b> GSN, The Network for Games	<b>233</b> MTV2	<b>333</b> SPEED	<b>607</b> VH1 Classic	<b>337</b>
Cartoon Network (East)	<b>HD 296</b> DIY Network	<b>230</b> H2	<b>271</b> msn <sup>2</sup>	<b>470</b> Spike TV	<b>141</b> WE: Women's Entertainment	<b>260</b>
Cartoon Network (West)	<b>297</b> The Documentary Channel	<b>267</b> Hallmark Channel	<b>312</b> msn <sup>2</sup> (check listing)	<b>103</b> Sportsman Channel	<b>805</b> The Weather Channel	<b>HD 362</b>
CBS Sports Network	<b>HD 613</b> E! Entertainment Television	<b>236</b> Headline News (HN)	<b>204</b> NASA TV <sup>7</sup>	<b>346</b> Syfy	<b>244</b> WGN America	<b>HD 307</b>
Centric	<b>339</b> Enlace <sup>10</sup>	<b>448</b> History Channel	<b>269</b> Nat Geo WILD	<b>283</b> TBS	<b>247</b> The Word Network	<b>373</b>
Christian Television Network (CTN)	<b>376</b> ESPN	<b>266</b> HITN TV <sup>9</sup>	<b>449</b> National Geographic Channel	<b>276</b> Tennis Channel	<b>217</b> World Harvest TV (WHT)	<b>367</b>
The Church Channel (TCC)	<b>371</b> ESPN 2	<b>269</b> Home & Garden Television (HGTV)	<b>240</b> NBC TV	<b>216</b> TCT Network	<b>377</b> SonicTap Music Channels <sup>8</sup> - 77	
CNBC	<b>HD 555</b> ESPN 3D <sup>12</sup>	<b>106</b> Home Shopping Network (HSN)	<b>240</b> NBC Sports Network	<b>220</b> Teen Nick	<b>303</b>	
CNBC World	<b>357</b> ESPNEWS	<b>207</b> Hope Channel <sup>11</sup>	<b>348</b> NFL Network	<b>212</b> The Learning Channel (TLC)	<b>260</b>	
CNN	<b>HD 202</b> ESPNU	<b>208</b> Hub	<b>294</b> Nick Jr.	<b>301</b> TNT	<b>246</b>	
Comedy Central	<b>HD 249</b> EWTN	<b>370</b> Independent Film Channel (IFC)	<b>240</b> Nickelodeon/Nick at Nite (East)	<b>299</b> Travel Channel	<b>277</b>	
Cooking Channel	<b>HD 232</b> Food Network	<b>344</b> Nickelodeon/Nick at Nite (West)	<b>344</b> Nickeltoons Network	<b>300</b> Trinity Broadcasting Network (TBN)	<b>372</b>	

Add DIRECTV® HD EXTRA PACK for just \$4.99/mo. (HD equipment required) \*In certain markets, a \$3/mo. Regional Sports Fee will be assessed with CHOICE Package or above. \*\* To access DIRECTV HD programming, HD equipment required. Number of HD channels varies by package selection.

## Get Your Local Channels From DIRECTV

More than 99% of the nation's TV households can enjoy local channels from DIRECTV today, including stations like ABC, CBS, FOX and the CW. There are even more markets coming soon! For select markets, DIRECTV even offers local channels in high-definition.\*



No matter what package you choose to order, local channels are available in any of the packages. Just enter your ZIP code/local channel finder, and we'll help you pinpoint the metropolitan area that broadcasts channels.

Local channels available in: Boston MA ([Lookup another](#))

Network	Affiliate	Local Channel	IRD Channel	Broadcast Format
ABC	WMUR	9	944	Digital
ABC	WCVB	5	932	Digital
ABC	WMUR	9		HD
ABC	WCVB	5		HD
CBS	WBZ	4	931	Digital
CBS	WBZ	4		HD
CW	WLVI	56		HD
CW	WLVI	56	951	Digital
FOX	WFXT	25		HD
FOX	WFXT	25	945	Digital
IND	WMFP	62	956	Digital
IND	WBIN	50	950	Digital
IND	WMFP	62		HD
IND	WBIN	50		HD
ION	WBPK	68	953	Digital
MNT	WSBK	38		HD
MNT	WSBK	38	947	Digital
NBC	WHDH	7	933	Digital
NBC	WHDH	7		HD
PBS	WENH	11	955	Digital
PBS	WGBX	44		HD
PBS	WGBH	2	949	Digital
PBS	WGBH	2		HD
PBS	WENH	11		HD
PBS	WGBX	44	948	Digital
TMO	WNEU	60	954	Digital
TMO	WNEU	60		HD
UMA	WUTF	66		HD
UMA	WUTF	66	952	Digital
UNI	WUNI	27		HD
UNI	WUNI	27	946	Digital

## THERE'S SOMETHING FOR EVERYONE

### America's Top 120

	A&E	HD	118
ABC Family	BBC America	HD	160
AUVE	America Live		219
ANGEL	Angel One		252
ANGEL2	Angel Two		255
AXS	AXS TV	HD ONLY	181
BTW	Business Television		9602
BUYL	BuyLine		221
TOON	Cartoon Network (E) SAP	HD	176
TOONIE	Cartoon Network (W)		
CCTV-E	CCTV-E		884
CCNEWS	CCTV-News		295
CHRCH	Church Channel		258
CMT	CMT	HD	169
CNBC	CNBC	HD	208
CNN	CNN	HD	200
CMDY	Comedy Central	HD	107
CSPN2	C-SPAN2		211
DYSTR	Daystar		263
DISC	Discovery Channel	HD	122
DISE	Disney Channel (E) SAP		172
DISW	Disney Channel (W)		173
DOC	Documentary Channel		197
E!	E! Entertainment Television	HD	114
ESPN	ESPN	HD	140
ESPN2	ESPN2	HD	144
ESNW	ESPN News	HD	205
ESPNU	ESPNU		142
FOOD	Food Network	HD	110
FXNEWS	FOX News Channel	HD	205
FX	FX	SAP	138
GEMS	Gems & Jewelry TV		229
HGTV	HGTV	HD	112
HIST	History	HD	120
HNN	HLN	HD	202
HRTV	HorseRacing TV		404
HSN	HSN		84
HSN2	HSN2		226
ICTV	In Country Television		230
INSP	Inspiration Network		259
ION	ION (E)		215
IONW	ION (W)		217
JTV	Jewelry Television		227
LIFE	Lifetime	HD	108
MALL	Mail		220
MTV	MTV	HD	160
MTV2	MTV2		161
NICK	Nick/Nick at Nite (E) SAP	HD	170
NICKW	Nick/Nick at Nite (W)		171
PRAYR	Prayer		256
QVC	QVC		137
REELZ	ReelChannel	HD	299
SALE	Sale		225
SHOP	Shop		224
SHNBC	ShopNBC		228
SBN	SonLife Broadcasting Network		257
SPIKE	Spike TV	HD	168
SYFY	Syfy	HD	122
TBS	TBS	HD	139
TLC	TLC	HD	183
TNT	TNT	HD	138
TRV	Travel Channel	HD	196
TVGAM	TV Game Network		405
TVGN	TV Guide Network		112
TVLND	TV Land		106
USA	USA	HD	105
VH1	VH1	HD	182
TWC	Weather Channel	HD	214

### SiriusXM Music Channels

Hopper		99
All other receivers		6002-8099

### DishCD Music Channels

Hopper		98
All other receivers		950-981

### America's Top 200

includes all of America's Top 120  
and the channels listed below.

	A&E	HD	118
ABC Family	BBC America	HD	160
AUVE	America Live		219
ANGEL	Angel One		252
ANGEL2	Angel Two		255
AXS	AXS TV	HD ONLY	181
BTW	Business Television		9602
BUYL	BuyLine		221
TOON	Cartoon Network (E) SAP	HD	176
TOONIE	Cartoon Network (W)		
CCTV-E	CCTV-E		884
CCNEWS	CCTV-News		295
CHRCH	Church Channel		258
CMT	CMT	HD	169
CNBC	CNBC	HD	208
CNN	CNN	HD	200
CMDY	Comedy Central	HD	107
CSPN2	C-SPAN2		211
DYSTR	Daystar		263
DISC	Discovery Channel	HD	122
DISE	Disney Channel (E) SAP		172
DISW	Disney Channel (W)		173
DOC	Documentary Channel		197
E!	E! Entertainment Television	HD	114
ESPN	ESPN	HD	140
ESPN2	ESPN2	HD	144
ESNW	ESPN News	HD	205
FOOD	Food Network	HD	110
FXNEWS	FOX News Channel	HD	205
FX	FX	SAP	138
GEMS	Gems & Jewelry TV		229
HGTV	HGTV	HD	112
HIST	History	HD	120
HNN	HLN	HD	202
HRTV	HorseRacing TV		404
HSN	HSN		84
HSN2	HSN2		226
ICTV	In Country Television		230
INSP	Inspiration Network		259
ION	ION (E)		215
IONW	ION (W)		217
JTV	Jewelry Television		227
LIFE	Lifetime	HD	108
MALL	Mail		220
MTV	MTV	HD	160
MTV2	MTV2		161
NICK	Nick/Nick at Nite (E) SAP	HD	170
NICKW	Nick/Nick at Nite (W)		171
PRAYR	Prayer		256
QVC	QVC		137
REELZ	ReelChannel	HD	299
SALE	Sale		225
SHOP	Shop		224
SHNBC	ShopNBC		228
SBN	SonLife Broadcasting Network		257
SPIKE	Spike TV	HD	168
SYFY	Syfy	HD	122
TBS	TBS	HD	139
TLC	TLC	HD	183
TNT	TNT	HD	138
TRV	Travel Channel	HD	196
TVGAM	TV Game Network		405
TVGN	TV Guide Network		112
TVLND	TV Land		106
USA	USA	HD	105
VH1	VH1	HD	182
TWC	Weather Channel	HD	214

Hopper		99
All other receivers		6002-8099

### DishCD Music Channels

Hopper		98
All other receivers		950-981

Hopper		99
All other receivers		6002-8099

### DishCD Music Channels

Hopper		98
All other receivers		950-981

### Local Networks

2-70

abc CBS nbc NBC FOX

Regional Sports Networks*			
Hopper		412	
All other receivers		409-437	

\*HD - Channels are broadcast in SD and HD unless noted as **HD ONLY**.

To view channels broadcast in HD, you need an HD TV, a DISH HD receiver, and a DISH HD add-on package.

**BOLD** - Channels in bold are some of our most popular channels.

SAP - Spanish audio feed available. Audio disponible en español.

Available on select HD channels.

1. Channel availability based on one or more of the following: geographical location, time zone, programming package, dish antenna.

\*Available with Multi-Sport Pack or a minimum of America's Top 120 Plus package.

For the most up-to-date Channel Lineup Card,  
please visit mydish.com/channelcard.

### America's Top 250

includes all of America's Top 200  
and the channels listed below.

	A&E	HD	118
ABC Family	BBC America	HD	160
AUVE	America Live		219
ANGEL	Angel One		252
ANGEL2	Angel Two		255
AXS	AXS TV	HD ONLY	181
BTW	Business Television		9602
BUYL	BuyLine		221
TOON	Cartoon Network (E) SAP	HD	176
TOONIE	Cartoon Network (W)		
CCTV-E	CCTV-E		884
CCNEWS	CCTV-News		295
CHRCH	Church Channel		258
CMT	CMT	HD	169
CNBC	CNBC	HD	208
CNN	CNN	HD	200
CMDY	Comedy Central	HD	107
CSPN2	C-SPAN2		211
DYSTR	Daystar		263
DISC	Discovery Channel	HD	122
DISE	Disney Channel (E) SAP		172
DISW	Disney Channel (W)		173
DOC	Documentary Channel		197
E!	E! Entertainment Television	HD	114
ESPN	ESPN	HD	140
ESPN2	ESPN2	HD	144
ESNW	ESPN News	HD	205
FOOD	Food Network	HD	110
FXNEWS	FOX News Channel	HD	205
FX	FX	SAP	138
GEMS	Gems & Jewelry TV		229
HGTV	HGTV	HD	112
HIST	History	HD	120
HNN	HLN	HD	202
HRTV	HorseRacing TV		404
HSN	HSN		84
HSN2	HSN2		226
ICTV	In Country Television		230
INSP	Inspiration Network		259
ION	ION (E)		215
IONW	ION (W)		217
JTV	Jewelry Television		227
LIFE	Lifetime	HD	108
MALL	Mail		220
MTV	MTV	HD	160
MTV2	MTV2		161
NICK	Nick/Nick at Nite (E) SAP	HD	170
NICKW	Nick/Nick at Nite (W)		171
PRAYR	Prayer		256
QVC	QVC		137
REELZ	ReelChannel	HD	299
SALE	Sale		225
SHOP	Shop		224
SHNBC	ShopNBC		228
SBN	SonLife Broadcasting Network		257
SPIKE	Spike TV	HD	168
SYFY	Syfy	HD	122
TBS	TBS	HD	139
TLC	TLC	HD	183
TNT	TNT	HD	138
TRV	Travel Channel	HD	196
TVGAM	TV Game Network		405
TVGN	TV Guide Network		112
TVLND	TV Land		106
USA	USA	HD	105
VH1	VH1	HD	182
TWC	Weather Channel	HD	214

1. Channel availability based on one or more of the following: geographical location, time zone, programming package, dish antenna.

\*Available with Multi-Sport Pack or a minimum of America's Top 120 Plus package.

For the most up-to-date Channel Lineup Card,  
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### America's Top 250

includes all of America's Top 200  
and the channels listed below.

	A&E	HD	118
ABC Family	BBC America	HD	160
AUVE	America Live		219
ANGEL	Angel One		252
ANGEL2	Angel Two		255
AXS	AXS TV	HD ONLY	181
BTW	Business Television		9602
BUYL	BuyLine		221
TOON	Cartoon Network (E) SAP	HD	176
TOONIE	Cartoon Network (W)		
CCTV-E	CCTV-E		884
CCNEWS	CCTV-News		295
CHRCH	Church Channel		258
CMT	CMT	HD	169
CNBC	CNBC	HD	208
CNN	CNN	HD	200
CMDY	Comedy Central	HD	107
CSPN2	C-SPAN2		211
DYSTR	Daystar		263
DISC	Discovery Channel	HD	122
DISE	Disney Channel (E) SAP		172
DISW	Disney Channel (W)		173
DOC	Documentary Channel		197
E!	E! Entertainment Television	HD	114
ESPN	ESPN	HD	140
ESPN2	ESPN2	HD	144
ESNW	ESPN News	HD	205
FOOD	Food Network	HD	110
FXNEWS	FOX News Channel	HD	205
FX	FX	SAP	138
GEMS	Gems & Jewelry TV		229
HGTV	HGTV	HD	112
HIST	History	HD	120
HNN	HLN	HD	202
HRTV	HorseRacing TV		404
HSN	HSN		84
HSN2	HSN2		226
ICTV	In Country Television		230
INSP	Inspiration Network		259
ION	ION (E)		215
IONW	ION (W)		217
JTV	Jewelry Television		227</td



## CHANNELS AND PACKAGES

### Premium Movie Packages

#### HBO

HBO-E	HBO (E) SAP	HD	300
HBO2E	HBO2 (E) SAP	HD	301
HBOSG	HBO Signature SAP	HD	302
HBO-W	HBO (W) SAP	HD	303
HBO2W	HBO2 (W) SAP	HD	304
HBOFM	HBO Family SAP	HD	305
HBOCY	HBO Comedy SAP	HD	307
HBOZ	HBO Zone	HDNet	308
HBOZ	HBO Latino	HD	309

#### Cinemax

MAX-E	Cinemax (E) SAP	HD	310
MAX-W	Cinemax (W) SAP	HD	311
MOMAX	MoreMAX SAP	HD	312
ACMAX	ActionMAX SAP	HD	313
S-MAX	5StarMAX SAP	HD	314

#### Showtime

SHO-E	Showtime (E) SAP	HD	318
SHO-W	Showtime (W) SAP	HD	319
SHOTM	Showtime 2 SAP	HD	320
SHOCS	Showtime Showcase SAP	HD	321
SHOEX	Showtime Extreme SAP	HD	322
SBYND	Showtime Beyond SAP	HD	323
TMC-E	The Movie Channel (E) SAP	HD	327
TMCXE	The Movie Channel Xtra (E) SAP	HD	328
FLX	FLX	HD	333

#### Starz

ENCOR	Encore (E) SAP	HD	340
STARZ	Starz (E) SAP	HD	350
STRZW	Star (W) SAP	HD	351
SEDGE	Starz Edge SAP	HD	352
SCINE	Starz Cinema SAP	HD	353
STZC	Starz Comedy	HD	354
SBLCK	Starz InBlack SAP	HD	355
SK&FM	Starz Kids & Family SAP	HD	356

### Mini-Packs

#### SPX

EPIX1	EPIX 1 SAP	HD	380
EPIX2	EPIX 2 SAP	HD	381
EPIX3	EPIX 3 SAP	HDNet	382
EPIXDR	EPIX DRIVE-IN SAP	HD	392

#### Encore Movie Pak

ENCRW	Encore (W) SAP	HD	341
EACTN	Encore Action	HD	343
EDRAM	Encore Drama	HD	345
ENFAM	Encore Family	HD	347
ELOVE	Encore Love	HD	348
ESUSP	Encore Suspense	HD	349
EWSTN	Encore Westerns	HD	342
MPLEX	MoviePlex	HD	377

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### Mini-Packs

#### Blockbuster @Home

100,000 movies, shows and games by mail, thousands of titles streamed to your TV with an HD DVR connected to broadband Internet, 25,000 titles available on dishonline.com.

CTR	Centric	HDNet	371
CI	Crime & Investigation	HDNet	368
ESUSP	Encore Suspense	HD	344
EPIX1	EPIX SAP	HD	380
EPIX2	EPIX2 SAP	HD	381
EPIX3	EPIX3 SAP	HDNet	382
HMC	Hallmark Movie Channel	HD	187
HDMV	HDNet Movies	HDNet	383
INDIE	IndiePlex	HDNet	378
LOGO	LOGO	HDNet	373
MAVT	MAVT American Real	HD	361
MGM	MGM	HDNet	385
MPLEX	MoviePlex	HD	377
PLDIA	Paladia	HDNet	369
PIXL	PIXL	HD	388
RETRO	RetroPlex	HDNet	379
SMC	Sony Movie Channel	HDNet	386
SCINE	Starz Cinema	HD	353
UNIH	Universal HD	HDNet	366
VLCITY	Velocity	HDNet	384
WFN	World Fishing Network	HD	394

#### Heartland

BABY	Baby TV SAP	HD	824
GMC	gmc	HD	188
GSN	GSN	HD	116
HLMRK	Hallmark Channel	HD	195
HMC	Hallmark Movie Channel	HD	187
HUB	Hub	HD	179
OWN	OWN: Oprah Winfrey Network	HD	189
PIXL	PIXL SAP	HD	388
RFD-TV	RFD-TV	HD	231
RURAL	Rural TV	HD	232

#### Outdoor Sports

MAVT	MAVT American Real HD	HDNet	361
OTDCH	Outdoor Channel	HD	396
SPMAN	Sportsman Channel	HD	395
WFN	World Fishing Network	HD	394

#### Multi-Sport

ESPLC	ESPN Classic	HD	143
FSC	Fox Soccer Channel	HD	406
FUEL	FUEL TV	HD	398
MLBN	MLB Network	HD	152
MLBSZ	MLB Network Strike Zone	HD	153
NFL	NFL Network	HD	154
NFLRZ	NFL RedZone	HD	155
NBATV	NBA TV	HD	156
NHLN	NHL Network	HD	157
USN	Universal Sports	HD	402

Plus over 25 Regional Sports Networks

# A WHOLE NEW ANIMAL IN WHOLE-HOME ENTERTAINMENT

Enjoy a great deal more with DISH

### DISHperks

There are a lot of benefits to being a DISH customer. You get things like month-long free previews, sweepstakes for trips, HDTVs and more, exclusive free shows, new channels, and tons of online content. And it's all included with your DISH service.

Get all the extras for nothing extra. Visit [dishperks.com](http://dishperks.com)

### Need some help?

[mydish.com/support](http://mydish.com/support)

[facebook.com/dish](http://facebook.com/dish)

[twitter.com/dish](http://twitter.com/dish)

[DISH 101 – Support Channel \(Ch. 101\)](#)

## **EXHIBIT 2**

# XFINITY® TV

## Channel Lineup

Natick, Needham, Newton, Watertown, Wayland, Wellesley & Weston, MA



C-087 | 06.13

Limited Basic	
2	WGBH-2 (PBS) / HD 802
3	HSN
4	WBZ-4 (CBS) / HD 804
5	WCVB-5 (ABC) / HD 805
6	NECN
7	WHDH-7 (NBC) / HD 807
8	Access Channel
9	Access Channel
10	WWDP-DT
12	WLVI-56 (CW) / HD 808
13	WFXT-25 (FOX) / HD 806
14	WSBK myTV38 (MyTV) / HD 814
15	WBPP-68 (ION) / HD 803
16	WGBX-44 (PBS) / HD 801
17	WUNI-27 (UNI) / HD 816
18	WBIN (IND) / HD 811
19	WNEU-60 (Telemundo) / HD 815
20	WMFP-62 (IND) / HD 813
21	WUTF-66 (UniMás) / HD 817
22	WSBE-36 (PBS) <sup>4</sup> / HD 819
23/295	WYDN-48 (Daystar)
33/183	Jewelry Television
44	C-SPAN
58	QVC
99	Access Channel 5
184/640	XFINITY Latino
209	WGBH World
217	WGBH Kids
229	Trinity Broadcasting Network
237	WGBH Create
268	CatholicTV
283	Leased Access
288	WBIN-Live Well Network
289	WBIN-COOL TV
290	WNEU-Exitos
291	WLVI-TCN
292	WCVB MeTV
293	WSBE-VME
294	WSBE Learn 4
297	WHDH-This TV
299/724	WUNI-LATV
300/721	WFXZ-24 (Mundo Fox)

### Expanded Basic

27	Disney Channel
28	MTV
29	VH1
30	FX
31	TBS
32	HGTV
33	TNT
34	E!
35	USA
36	Lifetime
37	A&E
38	TLC
39	Discovery Channel
41	Fox News
42	CNN
43	CNN Headline News
46	CNBC
47	The Weather Channel
48	ABC Family
49	ESPN
50	ESPN2
51	NESN

52	Comcast SportsNet
54	Nickelodeon
55	Spike TV
57	Bravo
59	AMC
60	Cartoon Network
61	Comedy Central
62	Syfy
63	Animal Planet
64	TV Land
65	NBC Sports Network
66	Food Network
67	Travel Channel
69	Golf Channel
71	History
97	BET
186	truTV
208	Hallmark Channel
234	Inspirational Network
238	EWTN
251	MSNBC
270	Lifetime Movie Network
284	Fox Business Network

### Family Tier

27	Disney Channel
32	HGTV
43	CNN Headline News
47	The Weather Channel
54	Nickelodeon
66	Food Network
210	National Geographic
218	PBS Kids Sprout
221	The Hub
222	Disney XD
224	TeenNick
227	Science Channel
229	Trinity Broadcasting Network
240	DIY
247	C-SPAN2

### Digital Economy (Includes Limited Basic)

3	HSN
24	Disney Channel
34	E!
35	USA
36	Lifetime
37	A&E
38	TLC
39	Discovery Channel
41	Fox News
42	CNN
43	CNN Headline News
46	CNBC
47	The Weather Channel
48	ABC Family
49	ESPN
50	ESPN2
51	NESN
52	Comcast SportsNet
54	Nickelodeon
55	Spike TV
57	Bravo
59	AMC
60	Cartoon Network
61	Comedy Central
63	Animal Planet
64	TV Land
65	NBC Sports Network
66	Food Network
71	History
97	BET
186	truTV
208	Hallmark Channel
238	EWTN
242	H2
247	C-SPAN2
823	Discovery HD

824	Disney HD
835	USA HD
837	A&E HD
841	Fox News HD
842	CNN HD
854	Food Network HD
859	AMC HD
863	Animal Planet HD
872	History HD
905	BET HD
906	HSN HD
907	Hallmark HD
910	H2 HD

### Digital Starter (Includes Limited Basic and Expanded Basic)

1	On Demand
199	Hallmark Movie Channel
200	MoviePlex
211	style.
215	WE tv
218	PBS Kids Sprout
219	G4
235	UP
241	BBC America
242	H2
243	bio.
246	Bloomberg TV
247	C-SPAN2
249	C-SPAN3
252	Investigation Discovery
267	GSN
333	XFINITY 3D <sup>3</sup>
334	ESPN 3D <sup>3</sup>
784	Travel Channel HD
786	G4 HD
788	Lifetime Movie Network HD
789	Fox Business Network HD
790	Hallmark Movie Channel HD
791	QVC HD
794	Bravo HD
795	CNBC HD
797	bio. HD
799	WE tv HD
810	NECN HD
823	Discovery HD
824	Disney HD
825	Nick HD
826	ABC Family HD
827	MTV HD
828	Palladia
829	VH1 HD
830	FX HD
831	TBS HD
832	HGTV HD
833	TNT HD
834	E! HD
835	USA HD
836	Lifetime HD
837	A&E HD
839	Velocity HD
841	Fox News HD
842	CNN HD
843	CNN Headline News HD
846	Universal HD
847	The Weather Channel HD
848	Golf Channel HD
849	ESPN HD
850	ESPN2 HD
851	NESN HD
852	Comcast SportsNet HD
862	Syfy HD
865	NBC Sports Network HD
867	TLC HD

### MultiLatino Max

28	MTV
29	VH1
31	TBS
33	TNT
38	TLC
49	ESPN
50	ESPN2
51	NESN
52	Comcast SportsNet
54	Nickelodeon
55	Spike TV
57	Bravo
62	Syfy
65	NBC Sports Network
69	Golf Channel
218	PBS Kids Sprout
270	Lifetime Movie Network
788	Lifetime Movie Network HD
794	Bravo HD
825	Nick HD
827	MTV HD
829	VH1 HD
831	TBS HD
833	TNT HD
848	Golf Channel HD
849	ESPN HD
850	ESPN2 HD
851	NESN HD
852	Comcast SportsNet HD
862	Syfy HD
865	NBC Sports Network HD
867	TLC HD

### Digital Preferred

1	On Demand
125	RLTV
176	Ovation
190	BBC World
191	BabyFirst TV
193	Smithsonian Channel
196	Jewish Life TV (JLTV)
197	Encore Family
198	REELZ
201	Sundance Channel
202	Flix

203 Encore Action  
 204 Encore Love  
 205 Encore Suspend  
 206 indieplex  
 207 Encore Westerns  
 208 Hallmark Channel  
 210 National Geographic  
 211 style.  
 212 IFC  
 214 TV One  
 216 Oxygen  
 220 Nicktoons  
 221 The Hub  
 222 Disney XD  
 223 Nick Jr.  
 224 TeenNick  
 225 retroplex  
 226 OWN  
 227 Science Channel  
 228 Nick Too  
 230 Discovery Fit and Health  
 231 Halogen TV  
 232 Nat Geo WILD  
 233 Destination America  
 236 The Word Network  
 238 EWTV  
 239 Cooking Channel  
 240 DIY  
 244 Disney Junior  
 245 Weatherscan Local  
 248 ESPN News  
 253 Military Channel  
 254 Current TV  
 255 Outdoor Channel  
 257 NBA TV  
 259 NHL Network  
 260 TVG  
 261 CBS Sports Network  
 265 NFL Network  
 269 MLB Network  
 271 fuse  
 272 MTV Hits  
 273 MTV2  
 274 Centric  
 275 VH1 Soul  
 276 CMT Pure Country  
 277 VH1 Classic  
 279 GAC  
 280 MTV Jams  
 281 LOGO  
 282 CMT  
 286 ESPNU  
 326 Encore  
 599 NBA TV  
 686 Mnet  
 705 Mun2  
 711 Tr3s  
 715 NFL Network  
 719 Galavisión  
 783 AXS TV  
 785 Encore HD  
 787 Style HD  
 792 Disney XD HD  
 793 Fuse HD  
 796 ESPN News HD  
 798 IFC HD  
 821 National Geographic HD  
 822 NHL Network HD  
 853 NFL Network HD  
 856 CBS Sports Network HD  
 864 CMT HD  
 866 Science Channel HD  
 900 ESPNU HD

904 MGM HD  
 907 Hallmark HD  
 911 Destination America HD  
 912 TV One HD  
 913 NBA TV HD  
 914 MLB Network HD  
 915 Ovation HD  
 921 Oxygen HD  
 922 Nat Geo Wild HD

### Sports Entertainment Package

126 Crime and Investigation  
 127 Military History Channel  
 128 SportsNet NY (OOM)  
 130 Comcast SportsNet Chicago (OOM)  
 133 Comcast SportsNet Bay Area (OOM)  
 135 ESPN Goal Line  
 192 belN Sports (English)  
 194 PAC 12  
 195 Outside TV  
 213 Turner Classic Movies  
 248 ESPN News  
 250 SPEED  
 255 Outdoor Channel  
 256 Fox Soccer  
 257 NBA TV  
 258 ESPN Classic  
 259 NHL Network  
 260 TVG  
 261 CBS Sports Network  
 262 FCS Atlantic  
 263 FCS Central  
 264 FCS Pacific  
 265 NFL Network  
 266 Tennis Channel  
 269 MLB Network  
 278 FX Movie Channel  
 285 Big Ten Network  
 286 ESPNU  
 287 NFL RedZone  
 599 NBA TV  
 714 GoTV  
 715 NFL Network  
 726 belN Sports (Spanish)  
 796 ESPN News HD  
 822 NHL Network HD  
 838 Tennis Channel HD  
 853 NFL Network HD  
 856 CBS Sports Network HD  
 885 Big Ten Network HD  
 899 NFL RedZone HD  
 900 ESPNU HD  
 903 Turner Classic Movies HD  
 913 NBA TV HD  
 914 MLB Network HD  
 924 Fox Soccer HD

### Music Choice®

Requires Digital Economy or Digital Starter.

501-546  
Channel Information available on [musicchoice.com](http://musicchoice.com)

### Pay-Per-View

399 In Demand HD  
 401-403 Home Theater  
 435 Penthouse TV  
 451 Playboy  
 452 Juicy  
 457 TEN  
 458 XTSY  
 459 REAL  
 800 In Demand HD

### Sports Pay-Per-View

591-596 ESPN Fullcourt/GamePlan  
 600 NBA LP PRE  
 601-610 MLS - NBA TEAM 1-10  
**612 TEAM HD**  
 621-634 MLB-NHL GAME  
 635 GAME HD  
 636 GAME 2 HD

### Digital Premium

301 HBO  
 302 HBO2  
 303 HBO Signature  
 304 HBO Family  
 305 HBO Comedy  
 306 HBO Zone  
 307 HBO Latino  
 321 Starz  
 322 Starz Edge  
 323 Starz InBlack  
 324 Starz Kids & Family  
 325 Starz Cinema  
 327 Starz Comedy  
 338 5 StarMAX  
 339 OuterMAX  
 340 MovieMAX  
 341 Cinemax  
 342 MoreMAX  
 343 ActionMAX  
 344 ThrillerMAX  
 361 Showtime  
 362 Showtime 2  
 363 Showtime Showcase  
 364 Showtime Extreme  
 365 Showtime Beyond  
 366 Flix  
 381 The Movie Channel  
 382 TMC Xtra  
 451 Playboy Channel 1  
**773 HBO Latino HD**  
**775 HBO Zone HD**  
 868 Cinemax HD  
 870 HBO HD  
 871 HBO2 HD  
 873 Starz Edge HD  
**874 Starz Kids & Family HD**  
 875 Starz HD  
**876 Starz Comedy HD**  
 877 Showtime HD  
**878 Showtime 2 HD**  
**880 Showtime Extreme HD**  
**883 TMC HD**  
**884 TMC Xtra HD**

### International Channels 2

134 Willow Plus  
 679 Rai Italia  
 680 TV Globo  
 681 SIC  
 682 PFC  
 685 Willow Plus  
 688 TV5MONDE  
 701 Zee TV  
 702 CTI-Zhong Tian  
 703 RTN

### MultiLatino

641 TBN Enlace USA  
 642 Telefe Internacional  
 643 TeleFórmula  
 644 Pasiones  
 645 TV Chile  
 646 TV Colombia  
 647 VideoRola  
 648 Utilísima  
 649 TVE East  
 650 TV Venezuela  
 652 Telehit  
 653 Ritmoson Latino  
 654 Bandamax  
 655 De Película  
 656 De Película Clásico  
 657 SUR Perú  
 658 VME Kids  
 659 Canal SUR  
 660 Once México  
 661 Multimedios Televisión  
 662 Mexicanal  
 663 La Familia Cosmovision  
 665 HTV  
 666 HITN  
 667 Gran Cine  
 668 EWTV Español  
 670 Ecuavisa Internacional  
 672 CB Tu Televisión Michoacán  
 673 Caracol TV  
 674 Canal 52MX  
 678 LAS  
 704 Super canal Caribe  
 705 Mun2  
 706 Discovery en español  
 707 Cine Latino  
 708 FOX Deportes  
 709 CNN en Español  
 711 Tr3s  
 712 Viendo Movies  
 713 Cine Mexicano  
 716 History en español  
 717 WAPA América  
 718 Telemicro Internacional  
 719 Galavisión  
 720 ESPN Deportes  
 722 BabyFirst TV (Spanish)  
 723 CentroAmericana  
 725 Discovery Familia  
 726 belN Sports (Spanish)  
 727 UnivMás West  
 728 Univision West  
 757 Televisión Dominicana

Some restrictions apply. Not all programming is available in all areas. Digital capable equipment is required to receive any channel. High-definition capable equipment is required to receive high-definition channels. Additional equipment fees may apply.

- A subscription to Playboy Channel digital service is required to receive this channel.
- Available for individual purchase only.
- Requires 3D TV, Comcast digital converter and subscription to 3D Technology Fee.
- Available in Natick only.

- Available in Natick, Needham, Newton, Watertown, Wayland and Wellesley only.



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## **EXHIBIT 3**



# Verizon FiOS TV Channel Lineup

Extreme HD, Ultimate HD & Prime HD

Effective December 2012



## Got questions? Get answers.

We make it easy to get help with your FiOS® TV service, any way you want. Here's how:

- On TV — press **Menu** on your FiOS remote to access all of the FiOS TV Guide features. Scroll down to review your messages and get important updates about your TV service and channel lineups. Click on Search to find the programming you want.
- For instructive help videos, tune to **FiOS TV Info** on **Channel 131** anytime.
- Online — visit us at [myverizon.com](http://myverizon.com) to review all your account information. Or for great tips on using FiOS features, visit [verizon.com/usingfios](http://verizon.com/usingfios).

**Fios**

## Extreme HD

FiOS TV Local package included.  
Additional subscriptions are available.<sup>1</sup>

A&E	181/681 HD	Fox College Sports Atlantic	300	Oxygen	144
ABC Family	199/699 HD	Fox College Sports Central	301	Palladia HD	711
AMC	231/731 HD	Fox College Sports Pacific	302	PBS Kids Sprout	263
Animal Planet	130/630 HD	Fox Deportes	311	Pentagon Channel	124
AXS tv	569	Fox Movie Channel	232	QVC	150/650 HD
BBC America	189/689 HD	Fox News	118/618 HD	ReelzChannel	233
BBC World News	107	Fox Soccer	84/584 HD	Science	122/622 HD
BET	270/770 HD	FUEL TV	198	ShopNBC	157
BET Gospel	225	Fuse	216/716 HD	Sina TV Network	281
Big Ten 1	330	FX	53/553 HD	Smile of a Child	294
Big Ten 2	331	G4	191	Smithsonian	
Big Ten Network	85/585 HD	Galavisión	274	Channel	134/634 HD
bio: The Biography		Golf Channel	304/593 HD	Soapnet	143
Channel	129/629 HD	Great American Country	223	Speed	83/583 HD
Bloomberg TV	104	GSN	184	Spike TV	54/554 HD
Boomerang	258	H2	127	Style	160
Bravo	185/685 HD	Hallmark Channel	240	SWRV [Music Choice]	1799
BYU Television	290	HD Net Movies	746	Syfy	180/680 HD
C-SPAN	109	HGTV	165/665 HD	TBN - TRINITY	295
C-SPAN 2	110	History Channel	128/628 HD	TBS	52/552 HD
C-SPAN 3	111	HITn	279	TeenNick	255
Cartoon Network	257/757 HD	HLN Headline News		The Hub	259/789 HD
CCTV News	277	Network	101	The SonLife Broadcasting	
Centric	220	HSN	151/651 HD	Network	297
Chiller	193	IFC	234/734 HD	The Weather	
Church Channel	288	INSP	286	Channel	119/619 HD
cloo	186	Investigation		The Word	292
CMT	221/721 HD	Discovery	123/623 HD	Three Angels Broadcasting	291
CMT Pure Country	222	JCTV	289	TLC	139/639 HD
CNBC+	102/602	Jewelry Television	155	TNT	51/551 HD
CNN	100/600 HD	Lifetime	140/640 HD	Tr3s: MTV	273
CNN International	105	Lifetime Real Women	142	Travel Channel	170/670 HD
Comedy Central	190/690 HD	Liquidation Channel	152	truTV	183/683 HD
Cooking Channel	166	LMN	141/641 HD	Turner Classic Movies	230
Crime & Investigation		Logo	187	TV Guide Network	194/694 HD*
Network	182	Military Channel	125	TV Land	244
Current TV	192	Military History Channel	126	TV One	271
Daystar	293	MLB Network	86/586 HD	TVN Event TV	1000
Destination		MSNBC	103/603 HD	Universal HD	567
America	168/668 HD	MTV	210/710 HD	Univision Deportes	1524
Discovery Channel	120/620 HD	MTV Hits	214	USA Network	50/550 HD
Discovery Fit & Health	163	MTV Jams	213	Utilisima	1582
Disney Channel	250/780 HD	MTV2	211	Velocity	631
Disney Junior	260	mtvU	212	Veria Living	162
Disney XD	251/781 HD	Mun2	275	VH1	217/717 HD
DIY [Do It Yourself]	167	Nat Geo Mundo	1564	VH1 Classic	218
E! Entertainment		National Geographic		VH1 Soul	219
Television	196/696 HD	Channel	121/621 HD	WE tv	149/649 HD
ESPN	70/570 HD	National Geographic		Wealth TV	169/669 HD
ESPN Classic	71	Wild	132/632 HD	WGN America HD	568 HD
ESPN Deportes	1520	NBA TV	89/589 HD	WOW	158
ESPN Goal Line	571	NBC Sports Network	90/590 HD	Digital Music	
ESPN U	73/573 HD	NFL Network	88/588 HD	Go to <a href="http://verizon.com/fioschannels">verizon.com/fioschannels</a> or your	
ESPN2	74/574 HD	NHL Network	87/587 HD	On-screen Guide for a	
ESPNews	72/572 HD	Nick 2	253	detailed listing of Digital	
EWTN	285	Nick Jr.	256	Music channels.	
Family Net	242	Nick Toons	254	Music Choice	1800-1845
FEARnet	197	Nickelodeon	252/752 HD		
FiOS TV Information	131	novo TV	276		
Fond Network	164/664 HD	Ovation	188		
Fox Business		OWN: Oprah Winfrey			
Network	117/617 HD	Network	161		

This lineup includes channel listings for the FiOS TV Local and Regional Sports & News Programming packages.



# Verizon FiOS TV Channel Lineup

Extreme HD, Ultimate HD & Prime HD

## Ultimate HD

FiOS TV Local package & Extreme HD channels included (listed below).  
Additional subscriptions may be added.<sup>1</sup>

A&E	181/681 HD	ESPN Deportes	1520	MSNBC	103/603 HD	Speed	83/583 HD
ABC Family	199/699 HD	ESPN Goal Line	571	MTV	210/710 HD	Spike TV	54/554 HD
ABC News Now	108	ESPN U	73/573 HD	MTV Hits	214	Sportsman Channel	308
Action Max	424/924 HD	ESPN2	74/574 HD	MTV Jams	213	SportsNet New York <sup>11</sup>	96
Action Max West	425	ESPNNews	72/572 HD	MTV2	211	Style	160
AMC	231/731 HD	EWTN	285	mtvU	212	Sundance Channel	392
Animal Planet	130/630 HD	Family Net	242	Mun2	275	SWRV [Music Choice]	1799
At Max	429/929 HD	FEARnet	197	MyDestination TV HD	674	Syfy	180/680 HD
AXS tv	569	FiOS TV Information	131	Nat Geo Mundo	1564	TBN - TRINITY	295
BBC America	189/689 HD	Five Star Max	430/930 HD	National Geographic		TBS	52/552 HD
BBC World News	107	Flix	390	Channel	121/621 HD	TeenNick	255
BET	270/770 HD	Flix West	391	National Geographic Wild	132/632 HD	Tennis Channel	303/592 HD
BET Gospel	225	Food Network	164/664 HD	NBA TV	89/589 HD	The Hub	259/789 HD
Big Ten 1	330	Fox Business Network	117/617 HD	NBC Sports Network	90/590 HD	The Movie Channel	385/885 HD
Big Ten 2	331	Fox College Sports Atlantic	300	NESN National	97	The Movie Channel West	386
Big Ten Network	85/585 HD	Fox College Sports Central	301	NFL Network	88/588 HD	The Movie Channel Xtra	387/887 HD
bio: The Biography Channel	129/629 HD	Fox College Sports Pacific	302	NFL Red Zone		The Movie Channel Xtra West	388
Bloomberg TV	104	Fox Deportes	311	[seasonal programming]	335/835 HD	The SonLife Broadcasting Network	297
Boomerang	258	Fox Movie Channel	232	NHL Network	87/587 HD	The Weather Channel	119/619 HD
Bravo	185/685 HD	Fox News	118/618 HD	Nick 2	253	The Word	292
BYU Television	290	Fox Soccer	84/584 HD	Nick Jr.	256	Three Angels Broadcasting	291
C-SPAN	109	FUEL TV	198	Nick Toons	254	Thriller Max	426/926 HD
C-SPAN 2	110	fuse	216/716 HD	Nickelodeon	252/752 HD	Thriller Max West	427
C-SPAN 3	111	FX	53/553 HD	nuvo TV	276	TLC	139/639 HD
Cars.TV HD	599	G4	191	Outdoor Channel	307/591 HD	TNT	51/551 HD
Cartoon Network	257/757 HD	Galavisión	274	Outer Max	431/931 HD	Tr3s: MTV	273
CBS Sports Network	94	gmc	224	Ovation	188	Travel Channel	170/670 HD
CCTV News	277	GOL TV	313	OWN: Oprah Winfrey Network	161	truTV	183/683 HD
Centric	220	Golf Channel	304/593 HD	Oxygen	144	Turner Classic Movies	230
Chiller	193	Great American Country	223	Palladia HD	711	TV Guide Network	194/694 HD*
Church Channel	288	GSN	184	PBS Kids Sprout	263	TV Land	244
Cinemax	420/920 HD	H2	127	Pentagon Channel	124	TV One	271
Cinemax West	421/921 HD	Hallmark Channel	240	Pets.TV HD	633	TVG [Horse Racing]	315
cloo	186	Hallmark Movie Channel	239/739 HD	QVC	150/650 HD	TVN Event TV	1000
CMT	221/721 HD	Halogen TV	287	Recipe TV HD	676	Universal HD	567
CMT Pure Country	222	HD Net Movies	746	ReelzChannel	233	Univision Deportes	1524
CNBC+	102/602 HD	HGTV	165/665 HD	RFD TV	247	USA Network	50/550 HD
CNBC World	106	History Channel	128/628 HD	RLTV	245	Utilísima	1582
CNN	100/600 HD	HITn	279	Science	122/622 HD	Velocity	631
CNN International	105	HLN Headline News Network	101	ShopNBC	157	Veria Living	162
Comedy Central	190/690 HD	HRTV	316	Showtime	365/865 HD	VH1	217/717 HD
Comedy TV HD	695	HSN	151/651 HD	Showtime 2	369/869 HD	VH1 Classic	218
Cooking Channel	166	IFC	234/734 HD	Showtime 2 West	370/870 HD	VH1 Soul	219
Crime & Investigation Network	182	INSP	286	Showtime Beyond	371	W Max	428/928 HD
Current TV	192	Investigation Discovery	123/623 HD	Showtime Beyond West	372	WE tv	149/649 HD
Daystar	293	JCTV	289	Showtime Extreme	373/873 HD	Wealth TV	169/669 HD
Destination America	168/668 HD	Jewelry Television	155	Showtime Extreme West	374/874 HD	WGN America HD	568
Discovery Channel	120/620 HD	Lifetime	140/640 HD	Showtime Family Zone	379	World Fishing Network	317/597 HD
Discovery Fit & Health	163	Lifetime Real Women	142	Showtime Family Zone West	380	WOW	158
Disney Channel	250/790 HD	Liquidation Channel	152	Showtime Next	377	YES HD <sup>11</sup>	595
Disney Junior	260	LMN	141/641 HD	Showtime Next West	378		
Disney XD	251/781 HD	Logo	187	Showtime Showcase	367/867 HD		
DIY [Do It Yourself]	167	Longhorn Network [National] <sup>11</sup>	320	Showtime Showcase West	368/868 HD		
E! Entertainment Television	196/696 HD	MGM HD	744	Showtime West	366/866 HD		
EPIX	395/895 HD	Military Channel	125	Showtime Women	375		
EPIX 2 HD	896	Military History Channel	126	Showtime Women West	376		
ES.TV HD	558	MLB Network	86/586 HD	Sinov TV Network	281		
ESPN	70/570 HD	Mnet	229	Smile of a Child	294		
ESPN 3D	1002	More Max	422/922 HD	Smithsonian Channel	134/634 HD		
ESPN Classic	71	More Max West	423/923 HD	Soapnet	143		

### Digital Music

Go to [verizon.com/fioschannels](http://verizon.com/fioschannels)  
or your On-screen Guide for a detailed  
listing of Digital Music channels.

Music Choice 1800-1845

To order this package or other subscription packages, go to [verizon.com/fioscentral](http://verizon.com/fioscentral).

**Fios**



# Verizon FiOS TV Channel Lineup

## Extreme HD, Ultimate HD & Prime HD

### Prime HD

Includes all channels in the box below and all channels in FiOS TV Local. Additional subscriptions may be added.<sup>1</sup>

A&E	181/681 HD	ESPN U	73/573 HD	MSNBC	103/603 HD	The Weather Channel	119/619 HD
ABC Family	199/699 HD	ESPN2	74/574 HD	MTV	210/710 HD	The Word	292
AMC	231/731 HD	EWTN	285	MTV2	211	TLC	139/639 HD
Animal Planet	130/630 HD	FiOS TV Information	131	National Geographic		TNT	51/551 HD
BET	270/770 HD	Food Network	164/661 HD	Channel	121/621 HD	Tr3s: MTV	273
Big Ten 1	330	Fox News	118/618 HD	NBC Sports Network	90/590 HD	Travel Channel	170/670 HD
Big Ten 2	331	Fuse	216/716 HD	Nick Jr.	256	truTV	183/683 HD
Big Ten Network	85/585 HD	FX	53/553 HD	Nick Toons	254	Turner Classic Movies	230
Bloomberg TV	104	gmc	224	Nickelodeon	252/752 HD	TV Guide Network	194/694 HD*
Bravo	185/685 HD	H2	127	Oxygen	144	TV Land	244
C-SPAN	109	Hallmark Channel	240	PBS Kids Sprout	263	TVN Event TV	1000
C-SPAN 2	110	Hallmark Movie Channel	239/739 HD	QVC	150/650 HD	USA Network	50/550 HD
C-SPAN 3	111	Halogen TV	287	ReelzChannel	233	Velocity	631
Cartoon Network	257/757 HD	HGTV	165/665 HD	RFD TV	247	VH1	217/717 HD
Centric	220	History Channel	128/628 HD	RLTV	245	VH1 Classic	218
Church Channel	288	HLN Headline News Network	101	Science	122/622 HD	WE tv	149/649 HD
CMT	221/721 HD	HSN	151/651 HD	ShopNBC	157	WOW	158
CNBC+	102/602 HD	INSP	286	Sino TV Network	281		
CNN	100/600 HD	Investigation Discovery	123/623 HD	Soapnet	143	<b>Digital Music</b>	
Comedy Central	190/690 HD	JCTV	289	Speed	83/583 HD	Go to verizon.com/fioschannels	
Daystar	293	Jewelry Television	155	Spike TV	54/554 HD	or your On-screen Guide for a detailed	
Discovery Channel	120/620 HD	Lifetime	140/640 HD	Syfy	180/680 HD	listing of Digital Music channels.	
Disney Channel	250/780 HD	Liquidation Channel	152	TBN - TRINITY	295		
Disney Junior	260	LMN	141/641 HD	TBS	52/552 HD	<b>Music Choice</b>	1800-1845
Disney XD	251/781 HD	Logo	187	TeenNick	255		
El Entertainment Television	196/696 HD	Military Channel	125	The Hub	259/789 HD		
ESPN	70/570 HD	Mnet	229	The SonLife Broadcasting Network	297		

### La Conexión

FiOS TV Local package included.  
Additional subscriptions are available.<sup>1</sup>

A&E	681 HD/1641	De Película Clásico	1681	HITn	1648	QVC	1600
ABC Family	1700	Discovery Channel	620 HD/1562	HLN Headline News Network	1542	Ritmoson Latino EUA	1664
Animal Planet	630 HD/1565	Discovery En Español	1563	HSN	1601	Semillitas	1723
AyM Sports	1535	Discovery Familia	1702	Infinito	1620	ShopNBC	1603
Bandamax Estados Unidos	1663	Disney Channel	1729	Jewelry Television	1602	¡Sorpresa!	1720
BBC CBeebies	1727	Disney XD	1722	La Familia	1701	Spike TV	1505
Boomerang	1725	Dominican View	1548	Latele Novela Network	1590	Supercanal	1507
Boomerang [SAP]	1724	El Entertainment Television	696 HD/1640	Lifetime	640 HD/1580	Syfy	680 HD/1645
C-SPAN	1546	Ecuavisa Internacional	1512	Liquidation Channel	152	TBN Enlace USA	1740
Canal 22	1646	ESPN Deportes	1520	LMN	641 HD/1581	TBS	552 HD/1502
Canal SUR	1549	EWTN Español	1741	Milenio Television	1550	Tele El Salvador	1509
Cartoon Network	757 HD/1726	FEARnet	197	MLB Network	86/586 HD/1530	Teleamazonas	1706
Centroamérica TV	1703	FiOS TV Information	131	MSNBC	1545	Telehit	1662
Cine Estelar	1688	Food Network	664 HD/1621	MTV	210	Telemicro Internacional	1513
Cine Latino	1685	Fox Business Network	1547	MTV2	1661	TeleRitmo	1666
Cine Mexicano	1686	Fox Deportes	1521	Multimedios	1516 HD/1511	Televisión Dominicana	1506
Cine Nostalgia	1687	Fox News	1543	Mun2	1643	TLC	639 HD/1566
Cine Sony Television	1689	Fox Soccer	1522	Nat Geo Mundo	1564	TNT	551 HD/1501
CMT	1665	FX	1504	Nick Jr.	256	Tr3s: MTV	1660
CNBC+	602 HD/1544	Galavisión	1503	Nickelodeon	1728	Travel Channel	1623
CNN	500 HD/1541	GOL TV	1523	novo TV	1642	TV Chile	1704
CNN En Español	1540	Gran Cine	1683	Once TV México	1567	TV Colombia	1705
Comedy Central	1644	HGTV	665 HD/1622	OWN: Oprah Winfrey Network	1625	TV Land	1707
De Película	1680	History Channel en Español	1561	Pasiones	1583		

Continued on page 4

**Fios**



# Verizon FiOS TV Channel Lineup

Extreme HD, Ultimate HD & Prime HD

## La Conexión

FiOS TV Local package included.  
Additional subscriptions are available.<sup>1</sup>

*Continued from page 3*

TVE Internacional	1560	Ultra Fiesta	1670	USA Network	550 HD/1500	Digital Music
TyC Sports	1536	Ultra Film	1691	Utilísima	1582	Go to <a href="http://verizon.com/fiostvchannels">verizon.com/fiostvchannels</a>
Ultra Cine	1690	Ultra Kidz	1730	VH1	217	or your On-screen Guide for a detailed
Ultra Clásico	1693	Ultra Luna	1585	Viendo Movies	1682	listing of Digital Music channels.
Ultra Docu	1570	Ultra Macho	1650	Vme Kids	1721	
		Ultra Mex	1692	WAPA América	1508	Music Choice 1800-1845
		Univision Deportes	1524			

## Premium Channels

Additional subscription required.<sup>1</sup>

### Movie Package

Encore	350/850 HD	Showtime Beyond	371	The Movie Channel	385/885 HD
Encore Action	360	Showtime Beyond West	372	The Movie Channel West	386
Encore Action West	361	Showtime Extreme	373/873 HD	The Movie Channel Xtra	387/887 HD
Encore Drama	358	Showtime Extreme West	374/874 HD	The Movie Channel Xtra West	388
Encore Drama West	359	Showtime Family Zone	379		
Encore Español	363	Showtime Family Zone West	380		
Encore Family	362	Showtime Next	377		
Encore Love	352	Showtime Next West	378		
Encore Love West	353	Showtime Showcase	367/867 HD	HBO	400/899 HD
Encore Suspense	356	Showtime Showcase West	368/868 HD	HBO 2	402/902 HD
Encore Suspense West	357	Showtime West	366/866 HD	HBO 2 West	403/903 HD
Encore West	351	Showtime Women	375	HBO Comedy	408/908 HD
Encore Westerns	354	Showtime Women West	376	HBO Comedy West	409/909 HD
Encore Westerns West	355	Starz	340/840 HD	HBO Family	406/906 HD
Flix	390	Starz Cinema	346	HBO Family West	407/907 HD
Flix West	391	Starz Comedy	347/847 HD	HBO Latino	412/912 HD
IndiePlex	348	Starz Edge	342/842 HD	HBO Latino West	413/913 HD
RetroPlex	349	Starz Edge West	343	HBO Signature	404/904 HD
Showtime	365/865 HD	Starz In Black	344	HBO Signature West	405/905 HD
Showtime 2	369/869 HD	Starz Kids & Family	345/845 HD	HBO West	401/901 HD
Showtime 2 West	370/870 HD	Starz West	341	HBO Zone	410/910 HD
		Sundance Channel	392	HBO Zone West	411/911 HD

### Premiums

HBO	400/899 HD	CINEMAX	Action Max	424/924 HD
			Action Max West	425
			At Max	429/929 HD
			Cinemax	420/920 HD
			Cinemax West	421/921 HD
			Five Star Max	430/930 HD
			More Max	422/922 HD
			More Max West	423/923 HD
			Outer Max	431/931 HD
			Thriller Max	426/926 HD
			Thriller Max West	427
			W Max	428/928 HD
		EPIX	EPIX	395/895 HD
			EPIX 2 HD	896
		Other Premiums	here!	445
			Playboy TV	440
			Playboy TV en Español	441

## FiOS On Demand

Movies and TV on your schedule.

Catch the shows you missed or watch them a second time — instantly — with FiOS On Demand. It's free with many network channels. If you subscribe to a movie package, you'll even have free access to more hot On Demand movies each month.

Just press the On Demand button on your remote or go to channel 900 to order or purchase.

### FREE

Choose from thousands of free titles in popular categories such as Kids, Music and Entertainment.

### Movies

FiOS offers new releases as well as old favorites and critically acclaimed independent films.

### Premium Subscriptions

Many premium channels that you subscribe to are available to you for free on VOD.

### Also available by subscription are:

Bollywood Movies & Music  
Disney Family Movies  
Karaoke Channel  
The Jewish Channel  
Too Much for TV  
WWE Classic

### Events

Watch your favorite sporting events, concerts and uncensored TV shows.

### Adult

Please remember that parental controls can be easily set up. For more information on setting up parental controls, consult the FiOS TV Help Videos on VOD.

### FiOS TV Help Videos

Find answers to your questions here.

**FiOS**



# Verizon FiOS TV Channel Lineup

Extreme HD, Ultimate HD & Prime HD

## International

Additional subscription required.<sup>1</sup>

<b>ARABIC</b> Arab Radio & Television [ART] Kuwait TV	1780 1781	Phoenix North America Chinese Channel	1797	<b>JAPANESE</b> TV Japan	1770	<b>RUSSIAN</b> Channel One Russia RTR Planeta Russian Television Network	1773 1775 1774
<b>ARMENIAN</b> Public TV of Armenia	1779	<b>CHINESE - CANTONESE</b> TVBe	1798	<b>KOREAN</b> Munhwa Broadcasting Corp [MBC] [Korean]	1760	<b>SOUTH ASIAN</b> Sony Entertainment TV Asia STAR India PLUS TV Asia Zee TV	1754 1751 1752 1753
<b>BALKAN</b> BNTV TV1	1777 1778	<b>FILIPINO</b> GMA Pinoy TV The Filipino Channel	1756 1755	SBS Seoul Broadcasting Corporation YTN Yonhap TV News	1762 1761	<b>SOUTH ASIAN - PUNJABI</b> Jus Punjabi	1757
<b>BRAZILIAN</b> TV Globo	1768	<b>FRENCH</b> TV 5 Monde [French]	1771	<b>PERSIAN</b> Rang A Rang [Farsi]	1785	<b>VIETNAMESE</b> SBTN [Saigon Broadcasting Television Network]	1765
<b>CAMBODIAN</b> CTN TVK	1766 1767	<b>GERMAN</b> DW Amerika ProSiebenSat.1 Welt	1787 1788	<b>POLISH</b> TVP Polonia [Polish]	1776		
<b>CHINESE</b> China Central TV 4 CTI Zhong Tian Channel	1795 1796	<b>GREEK</b> Antenna 1	1789	<b>PORTUGUESE</b> RTPI	1764		
		<b>ITALIAN</b> RAI Italia [Italian]	1772	<b>ROMANIAN</b> Pro TV [RSC 3] RSC 1	1783 1784		

## Spanish Language

Additional subscription required.<sup>1</sup>

AyM Sports	1535	Disney XD	1722	Mun2	1643	Tr3s: MTV	1660
Bandamax Estados Unidos	1663	Dominican View	1548	Nat Geo Mundo	1564	TV Chile	1704
BBC CBeebies	1727	Ecuavisa Internacional	1512	novoTV	1642	TV Colombia	1705
Boomerang [SAP]	1724	ESPN Deportes	1520	Once TV México	1567	TVE Internacional	1560
Canal 22	1646	EWTN Español	1741	Pasiones	1583	TyC Sports	1536
Canal SUR	1549	Fox Deportes	1521	Ritmoson Latino EUA	1664	Utilísima	1582
Centroamérica TV	1703	Galavisión	1503	Semillitas	1723	Viendo Movies	1682
Cine Estelar	1688	GOL TV	1523	¡Sorpresa!	1720	Vme Kids	1721
Cine Latino	1685	Gran Cine	1683	Supercanal	1507	WAPA América	1508
Cine Mexicano	1686	History Channel en Español	1561	TBN Enlace USA	1740		
Cine Nostalgia	1687	HITn	1648	Tele El Salvador	1509		
CNN En Español	1540	Infinito	1620	Teleamazonas	1706		
De Película	1680	La Familia	1701	Telehit	1662		
De Película Clásico	1681	Latele Novela Network	1590	Telemicro Internacional	1513		
Discovery En Español	1563	Milenio Televisión	1550	TeleRitmo	1666		
Discovery Familia	1702	Multimedios TV	1511	Televisión Dominicana	1506		

**FiOS**



# Verizon FiOS TV Channel Lineup

## Extreme HD, Ultimate HD & Prime HD

### Pay Per View/Subscription Sports

Available for purchase.<sup>1</sup>

Pay Per View channels available to all customers.

#### Pay Per View

ESPN Game Plan/Full Court PPV1 1010  
ESPN Game Plan/Full Court PPV2 1011  
ESPN Game Plan/Full Court PPV3 1012  
ESPN Game Plan/Full Court PPV4 1013

ESPN Game Plan/Full Court PPV5 1014  
ESPN Game Plan/Full Court PPV6 1015

#### Subscription Sports

ESPN Game Plan/Full Court 1010-1015  
Fox Soccer Plus 1009  
MLB Extra Innings/  
NHL Center Ice 1475-1488

MLB Extra Innings HD/  
NHL Center Ice HD 1471/1473/1474  
MLS Direct Kick 1495-1499  
NBA League Pass Channels 1491-1499  
NBA League Pass HD 1489

Verizon FiOS TV occasionally changes its channel offerings. For a complete listing of all the Verizon FiOS TV channels available in your area, visit [verizon.com/fioschannels](http://verizon.com/fioschannels). ©2013 Verizon.

<sup>1</sup>A Verizon-supplied HD receiver and an HD-ready TV set required to receive HD programming.

<sup>†</sup>This channel is available in Prime HD, Extreme HD and La Conexión for the state of Texas.

<sup>‡</sup>This is a nationally available channel within the Ultimate HD package, outside of the state of NY and parts of NJ only. This channel is not to be confused with the Regional Sports Network offered by this provider within the state of NY and select parts of NJ.

\*Available in all markets February 2013.

Programming services offered within each package are subject to change, and not all programming services will be available at all times. Blackout restrictions also apply.

1/13 CCF12101

# Fios

# Fios TV Channel Lineup

Your location:  
NATICK 01778 (change)

Compare TV packages and choose the plan that best suits you. Show Tips 

New Comparison	Select HD 191 Ch, 46 HD	Prime HD 257 Ch, 72 HD	Extreme HD 340 Ch, 95 HD	Ultimate HD 429 Ch, 131 HD	La Conexion 241 Ch, 47 HD
 [2] PBS - WGBH-TV 2	✓	✓	✓	✓	✓
 [3] WSBK My Network TV	✓	✓	✓	✓	✓
 [4] CBS - WBZ-TV 4	✓	✓	✓	✓	✓
 [5] ABC - WCWB-TV 5	✓	✓	✓	✓	✓
 [6] WBIN-TV 50	✓	✓	✓	✓	✓
 [7] NBC - WHDH-TV 7	✓	✓	✓	✓	✓
 [8] FOX - WFXT-TV 25	✓	✓	✓	✓	✓
 [9] ABC - WMUR-TV 9	✓	✓	✓	✓	+ ✓ Suggestions
 [10] TELEMUNDO	✓	✓	✓	✓	✓

# Fios TV Channel Lineup

Your location:  
NATICK 01778 (change)

Compare TV packages and choose the plan that best suits you. Show Tips 

New Comparison	Select HD 191 Ch, 46 HD	Prime HD 257 Ch, 72 HD	Extreme HD 340 Ch, 95 HD	Ultimate HD 429 Ch, 131 HD	La Conexion 241 Ch, 47 HD
 [11] ETV - WENH-TV 11	✓	✓	✓	✓	✓
 [12] CW - WLVI-TV 56	✓	✓	✓	✓	✓
 [13] WGN America	✓	✓	✓	✓	✓
 [15] ION-TV 68	✓	✓	✓	✓	✓
 [18] PBS WSBE	✓	✓	✓	✓	✓
 [20] WFXZ MundoFox	✓	✓	✓	✓	✓
 [21] UniMas WUTF	✓	✓	✓	✓	✓
 [23] WMFP Cozi TV	✓	✓	✓	✓	✓
 [25] WYDN-TV 48	✓	✓	✓	✓	✓
 [27] Univision - WUNI-TV ...	✓	✓	✓	✓	✓

[+]  
Suggestions

# Fios TV Channel Lineup

Your location:  
NATICK 01778 (change)

Compare TV packages and choose the plan that best suits you. Show Tips 

New Comparison	Select HD 191 Ch, 46 HD	Prime HD 257 Ch, 72 HD	Extreme HD 340 Ch, 95 HD	Ultimate HD 429 Ch, 131 HD	La Conexion 241 Ch, 47 HD
 [28] Natick Government	✓	✓	✓	✓	✓
 [29] Natick Public Acces ...	✓	✓	✓	✓	✓
 [30] Natick Education	✓	✓	✓	✓	✓
 [44] PBS - WGBX-TV 44	✓	✓	✓	✓	✓
 [46] WWDP-TV 46	✓	✓	✓	✓	✓
 [49] WeatherScan Local	✓	✓	✓	✓	✓
 [115] New England Cable N ...	✓	✓	✓	✓	✓
 [296] Catholic TV	✓	✓	✓	✓	✓
 [460] This TV Network [WH ...	✓	✓	✓	✓	✓
 [461] WCVB Me TV	✓	✓	✓	✓	✓

 Suggestions

## Fios TV Channel Lineup

Your location:  
NATICK 01778 (change)

Compare TV packages and choose the plan that best suits you. Show Tips 

New Comparison	Select HD 191 Ch, 46 HD	Prime HD 257 Ch, 72 HD	Extreme HD 340 Ch, 95 HD	Ultimate HD 429 Ch, 131 HD	La Conexion	x
 [466] WBIN Live Well	✓	✓	✓	✓	✓	✓
 [471] WGBX 44	✓	✓	✓	✓	✓	✓
 [472] GBH Kids	✓	✓	✓	✓	✓	✓
 [473] GBH WORLD	✓	✓	✓	✓	✓	✓
 [474] GBX CREATE	✓	✓	✓	✓	✓	✓
 [475] WNEU Exitos TV	✓	✓	✓	✓	✓	✓
 [477] LATV [WUNI]	✓	✓	✓	✓	✓	✓
 [491] Qubo [WBPX]	✓	✓	✓	✓	✓	✓
 [492] ION Life [WBPX]	✓	✓	✓	✓	✓	[+] Suggestions
 [499] Leased Access	✓	✓	✓	✓	✓	✓

## **EXHIBIT 4**

### Verizon Subscribers

Community	2012 Subscribers
Abington	2857
Acton	4485
Andover	5910
Arlington	6373
Ashland	2950
Bedford	2730
Bellingham	2529
Belmont	4598
Billerica	5011
Boxboro	977
Boxford	1323
Braintree	5448
Burlington	4084
Canton	4006
Chelmsford	3810
Cohasset	879
Danvers	4050
Dedham	4229
Dover	882
Dunstable	801
Duxbury	2150
Easton	2339
Fitchburg	4525
Foxborough	1788
Framingham	9368
Franklin	5656
Georgetown	1765
Grafton	4031
Groton	1949
Hamilton	1349
Hanover	2108
Hingham	3172
Holbrook	1507
Holliston	3050
Hopedale	754
Hopkinton	3016
Hudson	3091
Hull	1785
Ipswich	2531
Kingston	1507
Lakeville	1628
Lawrence	5422
Leominster	5343
Lexington	5496
Lincoln	1234
Littleton	2022
Lynn	10992
Lynnfield	2374
Malden	5823
Mansfield	2489
Marblehead	2998

### Verizon Subscribers

Marion	961
Marlborough	6947
Marshfield	6154
Mattapoisett	1239
Maynard	1888
Medfield	2326
Medford	4259
Medway	2486
Melrose	4432
Mendon	813
Metheun	6594
Middleborough	3818
Middleton	1086
Milford	3462
Millbury	2503
Millis	1124
Nahant	771
Natick	6176
Needham	4902
Newton	12194
Norfolk	1740
North Andover	3909
North Attleborough	3653
North Reading	2795
Northborough	3640
Norwell	1330
Norwood	4120
Plymouth	9436
Randolph	3573
Reading	4491
Rochester	806
Rockland	3555
Rowley	1001
Sherborn	722
Southborough	2474
Stoneham	3697
Stoughton	4174
Stow	1200
Sudbury	3334
Sutton	1967
Swampscott	2487
Taunton	7189
Tewksbury	5237
Topsfield	1265
Tyngsborough	2186
Wakefield	4434
Walpole	4112
Waltham	7863
Wareham	4015
*Wayland	2247
Wellesley	4156
Wenham	661

Verizon Subscribers

West Newbury	797
Westborough	3927
Westford	2765
Weston	1358
Westwood	2947
Wilmington	3705
Winchester	3994
Woburn	5954
Wrentham	1456

379,701

**EXHIBIT 5**



August 14, 2012  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue, N.W.  
Suite 800  
Washington, DC 20006

To Whom It May Concern:

SNL Kagan utilizes a multi-step process to accurately identify cable client franchise areas and associated ZIP and ZIP+4 Codes. (A ZIP+4 Code includes the five digits of the United States Postal Service ZIP Code, a hyphen, and four more digits that determine a more precise location than the ZIP Code.)

This methodology was developed to address the potential shortcomings in utilizing 5-digit ZIP Code data for "Effective Competition" petitions. The basic methodology has been in place for several years and has been used successfully in many Effective Competition cases at the FCC.

Because ZIP Codes and municipal boundaries are created and managed by different government authorities, the boundaries of ZIP Codes and municipal boundaries often overlap. ZIP Codes frequently span between and beyond municipal boundaries. ZIP+4 Codes, however, usually reside in one and only one municipality. SNL Kagan uses Place, Minor Civil Division (MCD), and County boundaries from Dynamap® a division of Pitney Bowes Business Insight, to determine municipal boundaries. SNL Kagan uses the Dynamap® ZIP+4 Centroids database, which contains ZIP+4 centroid correspondence for virtually all deliverable ZIP+4s, to identify ZIP+4 Codes within municipal boundaries, among the over 60 million ZIP+4s in all 50 states, DC, and Puerto Rico, based on current data from the USPS and the U.S. Bureau of the Census, and the Tele Atlas master street database.

SNL Kagan then utilizes its ZIP+4 Code mapping to enable our clients to obtain proper "Direct-to-Home" (DTH) subscriber counts for their respective franchise areas by tracking DTH subscribers at the ZIP+4 Code level. (Where SNL Kagan determines that a ZIP Code falls entirely within a franchise area, however, it is unnecessary to identify DTH subscribers at the ZIP+4 Code level for that 5-digit ZIP Code. In these instances, SNL Kagan identifies such 5-digit ZIP Codes and, accordingly, DTH subscribers are identified by the 5-digit ZIP code only.)

Only ZIP+4 Codes that meet specific criteria are included in this report. The following criteria must be met:

- The centroid of the ZIP+4 Code is within the franchise area; and
- The USPS ZIP+4 Record Type (from Dynamap® ZIP+4 Centroids) is either H - high rise or S - street.

Our methodology has been used by many multiple system operators (MSOs) as part of their Effective Competition relief efforts, and we believe this methodology produces the most accurate and detailed view of ZIP+4 data as it relates to cable franchise areas.



Pinna Gallant  
Senior Product Manager  
SNL Kagan

## **EXHIBIT 6**

## ECTR – Effective Competition Tracking Report



Provided by  
Satellite Broadcasting and Communications Association

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Pursuant to Section 76.907(c) of the FCC Rules, and your effective competition tracking request dated March 14, 2013 please find the following Direct-to-Home (DTH) satellite subscriber numbers per zip code (and/or zip+4 where necessary). The provision and use of this Effective Competition Tracking Report is governed by and subject to the terms and conditions of the Agreement for Provision and Use of Confidential Data, between your company and SBCA.

Report Date: May 1, 2013

ZIP Codes	DTH Count
Requested total for Wayland, MA	107

Data is current through 3/31/2013

Report Prepared by:  
Martin Esteves  
Manager, Membership and Data Management  
202-349-3630  
mesteves@sbc.org

Methodology: Direct-To-Home (DTH) subscriber data reflects aggregated DIRECTV and DISH Network residential subscriber totals. The following data collection procedures are applied by Members in the normal course of business: a) single accounts with multiple receivers are only counted once; b) commercial and test accounts are not included; c) each occupied unit served in a multiple dwelling unit building has been counted as a separate residential subscriber; d) zip codes are taken from service locations (not billing addresses, where different); e) inactive accounts are routinely removed; f) invalid (undeliverable) addresses have been corrected where known; g) courtesy or complimentary accounts are included; and h) zip code information for Members' subscribers is periodically updated to reflect changes to zip codes by the United States Postal Service.

Data Current as of 3/31/2013

017014211	0
017781000	0
017781001	0
017781002	1
017781003	0
017781004	0
017781005	0
017781006	0
017781007	0
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017781012	0
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017781107	0
017781108	0
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Total	107

## ECTR – Effective Competition Tracking Report



Provided by  
Satellite Broadcasting and Communications Association

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Pursuant to Section 76.907(c) of the FCC Rules, and your effective competition tracking request dated March 14, 2013 please find the following Direct-to-Home (DTH) satellite subscriber numbers per zip code (and/or zip+4 where necessary). The provision and use of this Effective Competition Tracking Report is governed by and subject to the terms and conditions of the Agreement for Provision and Use of Confidential Data, between your company and SBCA.

Report Date: May 1, 2013

ZIP Codes	DTH Count
Requested total for Weston, MA	127

Data is current through 3/31/2013

Report Prepared by:  
Martin Esteves  
Manager, Membership and Data Management  
202-349-3630  
mesteves@sbc.org

Methodology: Direct-To-Home (DTH) subscriber data reflects aggregated DIRECTV and DISH Network residential subscriber totals. The following data collection procedures are applied by Members in the normal course of business: a) single accounts with multiple receivers are only counted once; b) commercial and test accounts are not included; c) each occupied unit served in a multiple dwelling unit building has been counted as a separate residential subscriber; d) zip codes are taken from service locations (not billing addresses, where different); e) inactive accounts are routinely removed; f) invalid (undeliverable) addresses have been corrected where known; g) courtesy or complimentary accounts are included; and h) zip code information for Members' subscribers is periodically updated to reflect changes to zip codes by the United States Postal Service.

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Data Current as of 3/31/2013

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024939328	0
Total	127

## **EXHIBIT 7**

GCT-PL2

Population and Housing Occupancy Status: 2010 - State -- Place and (in selected states) County Subdivision

2010 Census Redistricting Data (Public Law 94-171) Summary File

NOTE: For information on confidentiality protection, nonsampling error, and definitions, see <http://www.census.gov/prod/cen2010/pl94-171.pdf>

NOTE: Change to the California, Connecticut, Mississippi, New Hampshire, Virginia, and Washington P. L. 94-171 Summary Files as delivered.

**Geography: Massachusetts**

Geographic area	Total population	Housing units		
		Total	Occupied	Vacant
Massachusetts	6,547,629	2,808,254	2,547,075	261,179
PLACE AND COUNTY SUBDIVISION				
Abington CDP, Massachusetts	15,985	6,377	6,080	297
Abington town, Plymouth County	15,985	6,377	6,080	297
Acton town, Middlesex County	21,924	8,530	8,187	343
Acushnet town, Bristol County	10,303	4,118	3,934	184
Acushnet Center CDP, Massachusetts	3,073	1,318	1,241	77
Adams town, Berkshire County	8,485	4,371	3,907	464
Adams CDP, Massachusetts	5,515	2,974	2,629	345
Agawam Town city, Massachusetts	28,438	12,139	11,664	475
Alford town, Berkshire County	494	342	223	119
Amesbury Town city, Massachusetts	16,283	7,110	6,642	468
Amherst town, Hampshire County	37,819	9,711	9,259	452
Amherst Center CDP, Massachusetts	19,065	3,281	3,095	186
Andover CDP, Massachusetts	8,762	3,483	3,298	185
Andover town, Essex County	33,201	12,423	11,851	572
Aquinnah town, Dukes County	311	503	145	358
Arlington town, Middlesex County	42,844	19,974	18,969	1,005
Arlington CDP, Massachusetts	42,844	19,974	18,969	1,005
Ashburnham town, Worcester County	6,081	2,599	2,148	451
Ashby town, Middlesex County	3,074	1,191	1,105	86
Ashfield town, Franklin County	1,737	877	760	117
Ashland town, Middlesex County	16,593	6,609	6,385	224
Athol town, Worcester County	11,584	5,231	4,656	575
Athol CDP, Massachusetts	8,265	3,811	3,374	437
Attleboro city, Massachusetts	43,593	18,022	16,884	1,138
Auburn town, Worcester County	16,188	6,840	6,542	298
Avon town, Norfolk County	4,356	1,769	1,709	60
Ayer town, Middlesex County	7,427	3,462	3,118	344
Ayer CDP, Massachusetts	2,868	1,523	1,338	185
Baldwinville CDP, Massachusetts	2,028	818	767	51
Barnstable Town city, Massachusetts	45,193	26,343	19,225	7,118
Barre CDP, Massachusetts	1,009	485	438	47
Barre town, Worcester County	5,398	2,176	2,025	151
Becket town, Berkshire County	1,779	1,728	763	965
Bedford town, Middlesex County	13,320	5,368	5,130	238
Belchertown CDP, Massachusetts	2,899	1,243	1,194	49
Belchertown town, Hampshire County	14,649	5,839	5,595	244
Bellingham town, Norfolk County	16,332	6,365	6,155	210
Bellingham CDP, Massachusetts	4,854	1,989	1,938	51
Belmont town, Middlesex County	24,729	10,184	9,651	533

Geographic area	Total population	Housing units		
		Total	Occupied	Vacant
Swansea town, Bristol County	15,865	6,343	6,079	264
Taunton city, Massachusetts	55,874	23,896	22,332	1,564
Teaticket CDP, Massachusetts	1,692	1,645	835	810
Templeton town, Worcester County	8,013	3,139	2,882	257
Tewksbury town, Middlesex County	28,961	10,848	10,492	356
The Pinehills CDP, Massachusetts	955	557	472	85
Tisbury town, Dukes County	3,949	3,094	1,806	1,288
Tolland town, Hampden County	485	510	197	313
Topsfield CDP, Massachusetts	2,717	1,022	974	48
Topsfield town, Essex County	6,085	2,175	2,090	85
Townsend CDP, Massachusetts	1,128	526	491	35
Townsend town, Middlesex County	8,926	3,385	3,240	145
Truro town, Barnstable County	2,003	3,077	984	2,093
Turners Falls CDP, Massachusetts	4,470	2,173	2,027	146
Tyngsborough town, Middlesex County	11,292	4,206	3,999	207
Tyringham town, Berkshire County	327	280	138	142
Upton CDP, Massachusetts	3,013	1,261	1,207	54
Upton town, Worcester County	7,542	2,832	2,733	99
Uxbridge town, Worcester County	13,457	5,302	5,056	246
Vineyard Haven CDP, Massachusetts	2,114	1,577	984	593
Wakefield town, Middlesex County	24,932 (16150)	10,500	9,994	506
Wakefield CDP, Massachusetts	24,932 (16170)	10,500	9,994	506
Wales town, Hampden County	1,838	882	736	146
Walpole CDP, Massachusetts	5,918	2,587	2,457	130
Walpole town, Norfolk County	24,070	9,040	8,730	310
Waltham city, Massachusetts	60,632	24,926	23,690	1,236
Ware CDP, Massachusetts	6,170	3,011	2,644	367
Ware town, Hampshire County	9,872	4,590	4,120	470
Wareham town, Plymouth County	21,822	12,256	9,071	3,185
Wareham Center CDP, Massachusetts	2,896	1,974	1,286	688
Warren CDP, Massachusetts	1,405	652	584	68
Warren town, Worcester County	5,135	2,211	2,021	190
Warwick town, Franklin County	780	426	329	97
Washington town, Berkshire County	538	261	225	36
Watertown Town city, Massachusetts	31,915	15,584	14,709	875
Wayland town, Middlesex County	12,994	5,021	4,808	213
Webster town, Worcester County	16,767	8,011	7,088	923
Webster CDP, Massachusetts	11,412	5,479	4,881	598
Wellesley town, Norfolk County	27,982	9,189	8,695	494
Wellesley CDP, Massachusetts	27,982	9,189	8,695	494
Wellfleet town, Barnstable County	2,750	4,305	1,366	2,939
Wendell town, Franklin County	848	436	391	45
Wenham town, Essex County	4,875	1,430	1,358	72
Westborough town, Worcester County	18,272	7,350	6,924	426
Westborough CDP, Massachusetts	4,045	1,842	1,753	89
West Boylston town, Worcester County	7,669	2,746	2,616	130
West Bridgewater town, Plymouth County	6,916	2,669	2,571	98
West Brookfield CDP, Massachusetts	1,413	700	590	110
West Brookfield town, Worcester County	3,701	1,699	1,479	220
West Chatham CDP, Massachusetts	1,410	1,856	699	1,157
West Concord CDP, Massachusetts	6,028	2,240	2,125	115
West Dennis CDP, Massachusetts	2,242	2,947	1,174	1,773
West Falmouth CDP, Massachusetts	1,738	1,431	819	612
Westfield city, Massachusetts	41,094	16,075	15,335	740
Westford town, Middlesex County	21,951	7,876	7,498	378
Westhampton town, Hampshire County	1,607	696	623	73
Westminster town, Worcester County	7,277	2,960	2,716	244
West Newbury town, Essex County	4,235	1,580	1,508	72
Weston town, Middlesex County	11,261	4,008	3,776	232

**EXHIBIT 8**

	A	B	C	D	E	F
	Community	State	DBS Subscribers	Verizon Subscribers	2010 Census Occupied Housing Units	% of DBS + Verizon Penetration In Franchise Area Column C+Column D/ Column E
1	WAYLAND	MA	107	2,247	4,808	48.96%
2	WESTON	MA	127	1,358	3,776	39.33%

## CERTIFICATE OF SERVICE

I, Deborah D. Williams, do hereby certify on this 19<sup>th</sup> day of June, 2013 that a true and correct copy of the foregoing "Petition for Special Relief" has been sent via U.S. mail, postage prepaid to the following

William Lake, Chief, Media Bureau  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, SW  
Washington, DC 20554

Board of Selectmen  
Town of Wayland  
41 Cochituate Road  
Wayland, MA 01778

Board of Selectmen  
Town of Weston  
Town House Road  
PO Box 378  
Weston, MA 02493

Geoffrey G. Why  
Commissioner  
Massachusetts Department of  
Telecommunications and Cable  
1000 Washington Street, Suite 820  
Boston, MA 02118-6500

Sean M. Carroll  
Hearing Officer  
Massachusetts Department of  
Telecommunications and Cable  
1000 Washington Street, Suite 820  
Boston, MA 02118-6500



Deborah D. Williams